

## FORM ADV

### Part 2A

#### Item 1 – Cover Page

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This brochure provides information about the qualifications and business practices of Ariel Investments, LLC. If you have any questions about the contents of this brochure, please contact us at 312.726.0140. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority. Ariel Investments, LLC is an investment adviser registered with the SEC. Such registration does not imply a certain level of skill or training.

Additional information about Ariel Investments, LLC also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Item 2 – Material Changes**

### Material Changes

This annual amendment to Part 2A of Form ADV dated March 28, 2018 contains the following material change since the firm's prior annual amendment dated March 27, 2017:

- The Ariel Micro-Cap Value strategy – previously closed because it had reached capacity – has been reopened to new investors.

Material changes to the firm's Form ADV brochure made prior to March 27, 2017, are not described herein.

### Noteworthy Non-Material Changes

This brochure contains the following noteworthy non-material changes:

- As of February 28, 2018, Ariel is no longer an adviser to any third-party wrap programs, as stated under "Ariel's Advisory Services" in Item 4. It should be noted, however, that Ariel's Regulatory Assets Under Management shown in this brochure as of December 31, 2017 includes some wrap program client assets.
- Disclosures throughout the brochure have been enhanced and updated.

## Item 3 – Table of Contents

<u>Item</u>	<u>Page</u>
Item 1 – Cover Page .....	i
Item 2 – Material Changes .....	ii
Item 3 – Table of Contents.....	iii
Item 4 – Advisory Business .....	1
Item 5 – Fees and Compensation.....	3
Item 6 – Performance-Based Fees and Side-by-Side Management .....	6
Item 7 – Types of Clients .....	6
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss.....	7
Item 9 – Disciplinary Information.....	19
Item 10 – Other Financial Industry Activities and Affiliations .....	19
Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading .....	21
Item 12 – Brokerage Practices .....	24
Item 13 – Review of Accounts .....	29
Item 14 – Client Referrals and Other Compensation.....	30
Item 15 – Custody .....	31
Item 16 – Investment Discretion.....	31
Item 17 – Voting Client Securities .....	32
Item 18 – Financial Information .....	34
Item 19 – Additional Information .....	34
Education and Business Backgrounds of Officers Listed in Part 1 .....	34
Anti-Money Laundering Program .....	35
Privacy Notice.....	35
Business Continuity; Cybersecurity .....	36
Class Action Lawsuits.....	38
Global Investment Performance Standards .....	38
ERISA Section 408(b)(2) Disclosure – Guide to Services and Compensation ..	38
Maintenance of the Indicia of Ownership within the United States for ERISA Plans.....	41
Important Information for Non-U.S. Investors.....	41

## Item 4 – Advisory Business

### About the Firm

Ariel Investments, LLC ("Ariel"<sup>1</sup>) is an investment adviser that seeks long-term capital appreciation by investing primarily in equity investments. Ariel utilizes a bottom-up, fundamental analysis to select quality company stocks. Ariel was founded by John W. Rogers, Jr. in 1983.

Ariel's sole managing member, Ariel Capital Management Holdings, Inc. ("Ariel Holdings"), an Illinois corporation, is Ariel's majority owner. Ariel Holdings is responsible for the overall management of Ariel and has authorized Ariel's officers to have full and complete discretion to manage and control Ariel's day-to-day business. John W. Rogers, Jr., Chairman and Chief Executive Officer of Ariel is the majority owner of Ariel Holdings. Ariel Holdings' Board of Directors consists of John W. Rogers, Jr., as Chairman, Mellody Hobson (President), Charles Bobrinskoy (Vice Chairman), and seven independent directors.

### Ariel's Advisory Services

#### ***Overview***

Ariel is a money management firm headquartered in Chicago, Illinois, with offices in New York, New York, and Sydney, NSW, Australia. Taking a long-term view and applying independent thinking to our investment decisions, we span the market cap spectrum from micro to large and cover the globe with our international and global offerings.

Ariel offers three investment strategy approaches: value, deep value, and global. The traditional value strategies include small cap value, small/mid cap value, mid cap value, and focused value. The deep value strategies include micro-cap value and small cap deep value. The global strategies include global, international (DM), and international (DM/EM). Ariel's advisory services are limited to these investment strategies, which are described in more detail in Item 8 of this brochure.

#### ***Pooled Investment Vehicles***

Ariel serves as investment adviser to the Ariel Investment Trust (the "Trust"), an open-end investment company. The Trust is composed of six series: Ariel Fund, Ariel Appreciation Fund, Ariel Focus Fund, Ariel Discovery Fund, Ariel International Fund, and Ariel Global Fund (each a "Fund" and collectively, the "Funds"). While there are disclosures in this Part 2A of Form ADV that relate to the Funds, most disclosures relate solely to Ariel's separate account products. This document should not be considered an offering document for the Funds. For more information, including investment objectives, risks, and charges and

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<sup>1</sup>In addition to "Ariel," the words "firm," "we," "our," and "us" also refer to Ariel Investments, LLC. The words "you," "your," and "client" refer to you as either a current or prospective client of Ariel.

expenses, please read the Funds' prospectus and summary prospectuses (collectively, "prospectuses"), statement of additional information, and other reports to shareholders for complete disclosures relating to the Funds before investing. These documents are available on Ariel's website, [www.arielinvestments.com](http://www.arielinvestments.com).

Ariel serves as investment adviser to a private fund that is being offered only to eligible investors. The private fund has an inception date of April 1, 2017. Ariel also provides investment advisory services as a sub-adviser to other SEC-registered mutual funds. For more information, including investment objectives, risks, and charges and expenses, please see the respective vehicle's prospectus or offering memorandum before investing.

#### ***Wrap Fee Programs: Discontinued***

As of February 28, 2018, Ariel no longer serves as a portfolio manager for managed accounts under wrap programs sponsored by other firms. However, it should be noted that Ariel's Regulatory Assets Under Management as of December 31, 2017 includes some wrap program client assets.

#### ***Other Services***

Ariel currently participates in one managed account program whereby it licenses one or more of its strategies for a fee. Ariel exercises no discretion over the assets in the program. The manager of the program is responsible for determining in what manner and to what extent Ariel's strategy is utilized for its clients, and the program manager also execute trades for the accounts. Ariel does not provide the managed account program clients with any services it commonly provides to its other clients.

Ariel prepares special commentaries, reports, analyses, charts, or other materials relating to its investment management services. There is no charge for these materials, which are made available to clients, prospective clients, financial advisors, and consultants.

#### **Managing to the Individual Needs of Clients**

Ariel offers specific equity investment strategies and does not modify its investment strategy based on an individual client's financial situation, investment experience, risk tolerance, or investment objective if it differs from the investment objective of Ariel's strategy. Ariel has developed model portfolios as a basis from which Ariel's portfolio managers construct individual client portfolios. Ariel allows clients to request reasonable investment restrictions that do not materially affect its investment strategy. (See Item 12 for information that clients may wish to consider about investment restrictions.) Ariel believes that such models help to provide more structural consistency among similarly managed portfolios than if every portfolio was managed separate and distinct from one another. In general, the securities in each model portfolio for a strategy are substantially the same as the holdings in each client's portfolio for the same strategy. Ariel's portfolio managers vary from the model for a client

account as a result of client requests, client investment restrictions, cash flows, cash availability, ownership limits, stocks approaching their intrinsic values, or other relevant factors. In addition, portfolio managers will use their discretion when investing a new account or new assets in an existing account and, as a result, may invest the new assets differently than the model account.

Ariel does not engage in securities lending on behalf of its clients. However, clients may establish securities lending arrangements with their custodians. Any client that has entered into these arrangements should be aware that the client itself and/or its custodian are responsible for adhering to the requirements of such arrangements, including ensuring that the securities or other assets in the client's account are available for any securities lending transactions or for settlement in connection with any transactions placed by Ariel. Ariel places trades based on a number of factors, including market conditions and best execution, and does not consider factors relating to a client's securities lending arrangements, such as whether the client's custodian may need to recall securities on loan to settle sales transactions.

#### Regulatory Assets Under Management

Ariel's Regulatory Assets Under Management as of December 31, 2017 were \$13,132,239,189, all of which were managed on a discretionary basis.

### **Item 5 – Fees and Compensation**

The extent and nature of advisory services that Ariel provides will vary depending upon the specific arrangements made with each client. As a result, Ariel's fees will differ among its client accounts due to a number of factors, including, but not limited to, the size of the account, relationships to other accounts, the historical or projected nature of trading for the account, and the extent of supplemental services to be provided to the account. Additionally, fees charged to U.S. clients may vary from fees charged to clients outside the U.S.

#### Management Fees for Separate Account Clients

For its small cap, small cap deep, small/mid cap, and mid cap products, Ariel's standard annual asset-based fee schedule is as follows:

- 1.00% on the first \$10 million;
- 0.75% on the next \$10 million; and
- 0.50% over \$20 million.

For its micro-cap value product, Ariel's standard annual fee consists of a flat asset-based fee of 1.25%.

For its focused value product, Ariel's standard annual asset-based fee schedule is as follows:

- 0.65% on the first \$20 million;
- 0.55% on the next \$30 million; and
- 0.45% over \$50 million.

For its global, international (DM), and international (DM/EM) products, Ariel's standard annual asset-based fee schedule is as follows:

- 0.80% on the first \$25 million;
- 0.75% on next \$25 million;
- 0.65% on next \$50 million;
- 0.55% on next \$100 million; and
- 0.50% over \$200 million.

Management fees are negotiable. Fees for some existing clients differ from the above schedules. Client accounts managed with the same investment strategy do not all have the same fee structure.

Ariel generally bills clients for fees quarterly in arrears, following the end of the quarter for which services were rendered. Ariel calculates its fee by applying the applicable fee schedule to the fair market value of the assets of the client account, as reasonably determined by Ariel as of the last business day of each quarter or as otherwise specified in the client's agreement. Alternatively, the fee will be calculated on a pro-rata basis in the event that the first or last quarter during which the agreement is in effect is less than a complete calendar quarter or in those instances where there is a significant principal addition or withdrawal during the quarter.

Ariel bills its clients directly or otherwise according to each client's specific direction. However, some clients direct Ariel to provide billing statements to the custodian and further direct the custodian to pay Ariel's fees from the assets of the account. Those clients that do so, and also elect to receive a copy of Ariel's statements, are encouraged to compare any statements received from Ariel with the statements received from the custodian.

Advisory contracts typically provide for termination effective 30 days after written notice by the client or Ariel. In the event of termination, Ariel is entitled to fees earned through the effective date of termination.

#### Management Fees for Pooled Investment Vehicles

Ariel receives annual fees from the Trust for investment advisory and certain administrative services provided to the Funds. Ariel is paid a monthly fee in arrears out of the assets of the Funds that is equal to a percentage of average daily net assets. Such fee is reduced at higher Fund asset levels. Ariel does not charge any account-level fees for investments in the Funds. The Funds are no-load, which means shareholders pay no commissions or sales charges. Specific advisory fees and expense-related information are contained in the Funds' prospectuses, statement of additional information, and annual report.

Ariel's fee schedule for its investment advisory services to the private fund are generally the same as the fees for separate account clients invested in the strategy. Management fees are paid monthly in arrears out of the assets of the fund. Each private fund investor may negotiate its own management fee schedule.

Ariel receives asset-based fees for the mutual funds it sub-advises. The amount of fees charged depends on the fund's investment objective and investment strategy, size of the fund and other factors. Specific advisory fees and expense-related information are contained in each sub-advised fund's prospectus, statement of additional information, and annual report.

#### Management Fees for Licenses to Third Parties

The asset-based fees that Ariel receives from third parties to whom it licenses its strategies are negotiated with each third party.

#### Fees and Expenses other than Management Fees

There are other fees or expenses associated with client accounts beyond the fees paid to Ariel for providing advisory services. These include, but are not limited to, brokerage commissions, custodial fees, other transaction costs, and taxes. For more information about brokerage commissions, see Item 12.

In addition to the expenses mentioned above, the Trust also pays fees to its administrator, transfer agent, and accountant. Also, the Trust has adopted the Distribution Plan pursuant to Rule 12b-1 under the 1940 Act ("12b-1 Plan") for the sales, servicing and distribution of the Investor Class shares of each Fund. Under the 12b-1 Plan and pursuant to an underwriting agreement, Ariel Distributors, LLC ("Ariel Distributors"), a wholly-owned subsidiary of Ariel, receives a fee from the Funds' Investor Class shares at the annual rate of 0.25% of the average daily net assets. See also "Supervised Persons' Sales Incentive Compensation" immediately below this section and the section titled "Proprietary or Sales Interest in Client Transactions" in Item 11 of this brochure. More information about fees and expenses relating to investments in the Funds may be found in the Funds' prospectuses, statement of additional information, and annual report.

In addition to the expenses mentioned above, private fund investors pay administrative and accounting fees. Ariel Distributors acts as the placement agent for the private fund but receives no compensation for its services. More information about fees and expenses are contained in the private fund's offering memorandum.

#### Supervised Persons' Sales Incentive Compensation

Some of Ariel's supervised persons (including investment adviser representatives of Ariel and/or registered representatives of Ariel Distributors) receive incentive compensation from Ariel that is related to their sale of Ariel's advisory services, shares of the (no-load) Funds, and/or interests in the private fund. These supervised persons are salespersons (not management persons, senior research team members or portfolio managers who provide clients with investment advice). Some of these incentive fees paid are calculated using a mathematical formula. Other compensation paid is not formulaic; rather, it is a factor that is considered as part of a comprehensive qualitative review.

Ariel's supervised persons do not sell non-Ariel investment products or services. To the extent there is a conflict of interest in that Ariel's supervised persons have the incentive to sell Ariel's products or services based on their own anticipated compensation rather than on a client's needs, Ariel addresses the conflict through this disclosure. See "Compensation Paid by Ariel for Client Referrals" under Item 14 for information about payments made to unaffiliated intermediaries.

Investors in the Funds should be aware that they may purchase the Funds through other financial intermediaries, some of which also may be incentivized to sell the Funds. See "Compensation Paid by Ariel for Client Referrals" under Item 14 of this brochure, as well as the Funds' prospectuses and statement of additional information for more information about payments to brokers, dealers and other intermediaries.

## **Item 6 – Performance-Based Fees and Side-by-Side Management**

As an alternative to asset-based fee arrangements, Ariel manages certain separate account client's accounts utilizing a performance-based fee structure, i.e., fees based on a share of capital gains on or capital appreciation of the assets of a client account. These clients qualify under applicable laws for a performance-based fee structure.

Potential conflicts of interest arise from managing accounts with performance-based fees alongside accounts with asset-based fees, including the incentive to favor performance-based accounts to increase the manager's own profits. Ariel has in place various procedures to mitigate the conflicts, which include the use of a model portfolio for each strategy to construct individual client portfolios, regular reviews of accounts, performance dispersion reporting procedures, trade aggregation and allocation policies and a trade rotation policy. See Items 4 ("Managing to the Individual Needs of Clients"), 12 and 13 for additional detail.

## **Item 7 – Types of Clients**

Ariel provides investment management services to a variety of clients in the United States, including high net worth individuals, businesses, insurance companies, investment companies, pension and profit sharing plans, state or municipal government entities, charitable organizations, other investment advisers, and a private fund. Ariel also offers its services to institutional separate account investors in certain regions outside the U.S.

Ariel typically requires a minimum of \$10 million for a separately managed investment advisory account to be opened for the traditional value and deep value products. Smaller accounts seeking to invest in these strategies may be accepted at Ariel's discretion.

For its global products, Ariel currently requires a minimum of \$25 million to open a separately managed investment advisory account. This minimum is non-

negotiable for clients opening a single account. Exceptions may be made for multiple related accounts that total over \$25 million in the aggregate.

## **Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss**

### Research Process

#### **Ariel Traditional Value Strategies: Small, Small/Mid, Mid, and Focused Value**

The research process begins with the monitoring of a proprietary watchlist, which is comprised of current, former, and potential new investments. We read extensively, carefully screen stocks, meet with industry contacts, and stay abreast of former holdings. From various sources, we seek information to arrive at a long-term picture and identify what others are missing. We use strategic questioning of company management and independent sources to identify the key issues affecting an industry or company. We generally purchase a relatively small number of companies each year so we weigh our options carefully.

Typically, key information is captured in a research report.

The industry analyst performs three kinds of valuation work: a discounted cash flow analysis, a change-of-control-based estimate, and a full trading value. Ariel develops independent long-range financial projections and details the risks. This flexible yet disciplined approach allows us to rely on some valuation metrics more heavily than others as the industry's shape merits. For example, discounted cash flows are less important for small banks than transaction multiples, whereas for consumer product companies discounted cash flows are more critical. Ariel generally seeks to purchase companies that trade at a 40% or greater discount to the private market value we have calculated and/or that trade for 13x or less forward cash earnings estimates.

To identify what others are missing, Ariel reaches out to its industry contacts. These contacts help create an information matrix, which ultimately identifies where information is lacking and also helps Ariel identify the handful of key issues that help determine the difference between a good idea and a bad one. Armed with this knowledge, we can strategically interview management and independent sources, ignoring the immaterial information and concentrating on the critical points.

Buy decisions are made within the framework of a number of parameters:

- Ariel invests within its circle of competence, closely following certain industries and companies.
- Ariel does not try to time the market, and seeks to remain fully invested. Cash and cash equivalents are generally only by-products of Ariel's investment strategy, not a tactical or strategic decision. At times, Ariel maintains larger than normal cash positions in its investment strategies. Cash positions are generally not held for defensive purposes in these strategies, but are maintained while Ariel searches for compelling opportunities for investment.

For these strategies (except for the focused value strategy), the research team vets the idea in a vigorous discussion and each senior research team member weighs in. The final investment decisions are made by co-portfolio managers John W. Rogers, Jr. and Kenneth Kuhrt for the small cap value strategy. The final investment decisions are made by co-portfolio managers John W. Rogers, Jr. and John Miller for the small/mid cap value strategy. The final investment decisions for the mid cap strategy is that of co-portfolio managers John W. Rogers, Jr. and Timothy Fidler. The final decision for stocks purchased for the focused value strategy is that of its portfolio manager, Charlie Bobrinskoy.

**Ariel Deep Value Strategies: Micro-Cap Value and Small Cap Deep Value**

The research process begins with screening more than 10,000 companies on size, valuation and industry parameters to yield roughly 2,000 companies. Of those we follow approximately 75 closely. We quickly move to determine whether or not a company is cheap enough via a deep value strategy focusing on book value (often 1x or below), tangible book value, and cash. We also closely examine corporate governance and insider ownership, in an attempt to determine if leaders' incentives are aligned with those of shareholders. Each potential investment is assessed based on its assets, its earnings power, or a combination of the two. There are no rigid criteria to our analytical process in attempting to determine that a margin of safety exists between price and intrinsic value. From various sources, we seek information to arrive at a long-term view and identify what others are missing. One competitive advantage in this process is our use of industry contacts. Another key factor is our experience in deciding the best methodology to determine whether a margin of safety exists. Once we have measured the gap between stock price and intrinsic value, we hold an informal discussion with research members who are experts in the industry. After consultation with portfolio manager Kenneth Kuhrt, the lead portfolio manager, David Maley, makes the final decision on whether or not to initiate a position.

**Ariel Global Strategies: International (DM), International (DM/EM), and Global**

In the first step of the research process, we seek to reduce the risk of large investment losses by quantitatively and qualitatively identifying and eliminating those businesses which, in our judgment, have the highest propensity to fail or become marginalized over time or are too risky to justify the returns generated. In step two, we interact with management teams via conference calls, in person meetings, factory visits, or field visits. We also tap a variety of other informational sources, such as vendors, suppliers, customers, analysts, and industry experts, to form our own proprietary view of the industry and the business. The investment team is organized by industry, and the bulk of the analyses at this stage are conducted by the analyst responsible for that industry. In step three, we debate and critique the thesis and assess several valuation scenarios. Finally, the portfolio is constructed by carefully weighing the risks and rewards of each investment opportunity. In addition, we consider portfolio diversification to be an important factor in our decision making. Our investment decisions will primarily be derived from bottom-up fundamental research and

stock picking. While we do not attempt to predict macroeconomic events or themes, as part of our risk management and stress testing processes, we routinely consider many factors in our bottom-up analysis—both micro and macro. All investment decisions are made by the portfolio manager, Rupal Bhansali.

### **Sell Discipline for All Strategies**

Once purchased, holdings among all strategies are continually monitored for changes. We consider selling a stock when we believe the stock is fully valued, the stock is approaching full valuation, or the stock's risk/reward profile is no longer compelling. If we are considering selling a stock, we may not purchase that stock in new client accounts or with new assets in existing client accounts. This practice will cause those client accounts' holdings, and possibly their performance, to differ from the model portfolio. We also may sell a stock when there is a major change in the competitive landscape, a substantial shift in company fundamentals, a reduced assessment of management's abilities, or when more compelling investment opportunities exist.

See the Funds' prospectus for a discussion of the research process for the Funds and for the Funds' portfolio managers.

### Investment Strategies

#### **Deep Value**

##### **Ariel Micro-Cap Value Strategy**

The Ariel micro-cap value strategy seeks long-term capital appreciation by investing in micro-cap companies that are selling at deep discounts to their intrinsic value. The deep value portfolio invests primarily in equity securities of U.S. companies that, at the time of initial purchase by Ariel for the strategy, have market capitalizations under \$500 million. Over time, the market capitalizations for the strategy's portfolio companies will change. This means that the strategy could continue to invest in a company if its capitalization were to exceed \$500 million. Prior to May 1, 2009, the strategy's market cap range was \$50 million to \$300 million; it was changed to broaden the availability of qualifying investments and to more closely resemble the range of its benchmark. The strategy will on occasion hold cash when values are difficult to identify. Also, the strategy at times includes temporary investments in exchange-traded funds ("ETFs") while seeking other investment opportunities. During the period from June 2004 through January 2008, the investment strategy included periodically holding short positions in certain ETFs. This practice may have had a material effect on returns.

##### **Ariel Small Cap Deep Value Strategy**

The Ariel small cap deep value strategy seeks long-term capital appreciation by investing in small cap companies that are selling at deep discounts to their intrinsic value. The portfolio invests primarily in equity securities of U.S. companies that, at the time of initial purchase by Ariel for the strategy, have market capitalizations under \$2 billion. Over time, the market capitalizations for the strategy's portfolio companies will change. This means that the strategy

could continue to invest in a company if its capitalization were to exceed \$2 billion. The strategy will on occasion hold cash when values are difficult to identify.

### **Traditional Value**

#### **Ariel Small Cap Value Strategy**

The Ariel small cap value strategy seeks long-term capital appreciation by investing in small cap undervalued companies that show strong potential for growth. The portfolio invests primarily in equity securities of U.S. companies that, at the time of initial purchase for the strategy, have market capitalizations between \$200 million and \$2 billion. Over time, the market capitalizations for the strategy's portfolio companies will change. This means that the strategy could continue to invest in a company if its capitalization were to move outside the range. That said, the strategy will not hold stocks that fall within the top three quintiles (i.e., mid and large cap stocks) of the Russell U.S. equity indexes (a comprehensive representation of market-cap weighted security indexes of the investable U.S. equity market) and if a stock held in the strategy moves into the top three quintiles, it will be sold by the end of the following quarter.

#### **Ariel Small/Mid Cap Value Strategy**

The Ariel small/mid cap value strategy seeks long-term capital appreciation by investing in small/mid cap undervalued companies that show strong potential for growth. The portfolio invests primarily in equity securities of U.S. companies that, at the time of initial purchase for the strategy, have market capitalizations between \$1 billion and \$7.5 billion. Over time, the market capitalizations for the strategy's portfolio companies will change. This means that the strategy could continue to invest in a company if its capitalization were to move outside the range. That said, the strategy will not hold stocks that fall within the top two quintiles (i.e., upper mid and large cap stocks) of the Russell U.S. equity indexes (a comprehensive representation of market-cap weighted security indexes of the investable U.S. equity market) and if a stock held in the strategy moves into the top two quintiles, it will be sold by the end of the following quarter.

#### **Ariel Mid Cap Value Strategy**

The Ariel mid cap value strategy seeks long-term capital appreciation by investing in mid cap undervalued companies that show strong potential for growth. The portfolio invests primarily in equity securities of U.S. companies that, at the time of initial purchase for the strategy, have market capitalizations between \$2 billion and \$15 billion. Over time, the market capitalizations for the strategy's portfolio companies will change. This means that the strategy could continue to invest in a company if its capitalization were to move outside the range. That said, the strategy will not hold stocks that fall within the top quintile (i.e., the largest cap stocks) of the Russell U.S. equity indexes (a comprehensive representation of market-cap weighted security indexes of the investable U.S. equity market) and if a stock held in the strategy moves into the top quintile, it will be sold by the end of the following quarter.

### **Ariel Focused Value Strategy**

The Ariel focused value strategy seeks long-term capital appreciation by investing primarily in equity securities of companies of any size in order to provide investors access to superior opportunities in companies of all market capitalizations.

### **Global**

#### **Ariel International (DM) Strategy**

The Ariel international (DM) strategy seeks long-term capital appreciation as a primary objective. The strategy's secondary objective is to seek long-term capital preservation, to generate attractive absolute and risk-adjusted returns, and to attain higher relative returns compared to its benchmark over a full market cycle. The strategy invests primarily in equity securities of foreign (non-U.S.) companies in developed international markets. The strategy will invest in foreign companies directly by purchasing equity securities or indirectly through instruments that provide exposure to foreign companies. The strategy may invest in companies of any size. The strategy also invests a portion of its assets in companies based in the U.S. or emerging markets.

The strategy uses various techniques to hedge currency exposure or to invest significant cash inflows in the market (i.e., reducing "cash drag"), including derivatives, exchange-traded funds ("ETFs"), and other hedges. The strategy will buy and sell currency on a spot basis and enter into foreign currency forward contracts. Ariel uses these techniques in an attempt to decrease the strategy's exposure to changing security prices or foreign currency risk, or to reduce unintended tracking error versus its respective benchmarks, or to address other factors that affect security values. The strategy will at times include the holding of cash or cash equivalents for defensive purposes. See the section below entitled "Material Investment Risks in Methods of Analysis, Strategies, and Types of Securities" for more information.

#### **Ariel International (DM/EM) Strategy**

The Ariel international (DM/EM) strategy seeks long-term capital appreciation as a primary objective. The strategy's secondary objective is to seek long-term capital preservation, to generate attractive absolute and risk-adjusted returns, and to attain higher relative returns compared to its benchmark over a full market cycle. The strategy invests primarily in equity securities of foreign (non-U.S.) companies in developed or emerging markets. The strategy will invest in foreign companies directly by purchasing equity securities or indirectly through instruments that provide exposure to foreign companies. The strategy may invest in companies of any size. The strategy also invests a portion of its assets in companies based in the U.S.

The strategy uses various techniques to hedge currency exposure or to invest significant cash inflows in the market (i.e., reducing "cash drag"), including derivatives, exchange-traded funds ("ETFs"), and other hedges. The strategy will buy and sell currency on a spot basis and enter into foreign currency forward contracts. Ariel uses these techniques in an attempt to decrease the strategy's exposure to changing security prices or foreign currency risk, or to reduce

unintended tracking error versus its respective benchmarks, or to address other factors that affect security values. The strategy will at times include the holding of cash or cash equivalents for defensive purposes. See the section below entitled "Material Investment Risks in Methods of Analysis, Strategies, and Types of Securities" for more information.

### **Ariel Global Strategy**

The Ariel global strategy seeks long-term capital appreciation as a primary objective. The strategy's secondary objective is to seek long-term capital preservation, to generate attractive absolute and risk-adjusted returns, and to attain higher relative returns compared to its benchmark over a full market cycle. The strategy invests primarily in equity securities of both U.S. and foreign (non-U.S.) companies, including companies in developed or emerging markets. The strategy will invest in foreign companies directly by purchasing equity securities or indirectly through instruments that provide exposure to foreign companies. The strategy may invest in companies of any size.

The strategy uses various techniques to hedge currency exposure or to invest significant cash inflows in the market (i.e., reducing "cash drag"), including derivatives, exchange-traded funds ("ETFs"), and other hedges. The strategy will buy and sell currency on a spot basis and enter into foreign currency forward contracts. Ariel uses these techniques in an attempt to decrease the strategy's exposure to changing security prices or foreign currency risk, or to reduce unintended tracking error versus its respective benchmarks, or to address other factors that affect security values. The strategy will at times include the holding of cash or cash equivalents for defensive purposes. See the section below entitled "Material Investment Risks in Methods of Analysis, Strategies, and Types of Securities" for more information.

For information about the strategies offered by the Funds, see the Funds' prospectuses.

### Investment Restrictions

Ariel imposes concentration limits on investments to maintain a desired level of diversification in client portfolios. These limits may include security-specific limits, industry limits, and limits on investments in companies in the same business. Limits may vary among the different strategies.

In applying industry limits to its domestic strategies, Ariel utilizes its own proprietary industry classification standard and categorizes certain diversified companies into more than one industry classification. A diversified company's industry classification is determined by reviewing the company's lines of business that produce significant revenues. For its global strategies, Ariel generally categorizes companies using the Global Industry Classification Standard ("GICS"). For related information about the Funds, see the Funds' statement of additional information.

The aggregate amount of a company's stock that Ariel's clients hold is at times limited or affected by "poison pill" rights plans and other corporate restrictions,

industry restrictions, federal and state regulatory restrictions, state control share statutes, or foreign country restrictions. In order to comply with such restrictions on aggregate holdings, Ariel will, on occasion, be required to limit or sell a portion of clients' positions or may be unable to initiate or build a position in the stock of certain companies for new client accounts or with new assets in existing client accounts. In these cases, such clients' portfolios will differ from Ariel's model portfolios. Additionally, an industry's regulator or an issuer of a security may limit Ariel's ability to vote proxies for clients. Under these circumstances, Ariel may refrain from voting some of its clients' shares for which it has proxy voting authority.

Ariel does not purchase securities for the purpose of exercising control or management of an issuer. Ariel purchases securities for long-term investment purposes on behalf of and for the benefit of its clients. Ariel qualifies as an institution which may elect to file securities ownership reports required by the Securities Exchange Act of 1934 on Schedule 13G, which is reserved for institutional investors expressly not investing for control. As a routine matter, Ariel utilizes Schedule 13G for its reporting of the ownership positions held by its clients. As a result of investment analysis or the occurrence of events, Ariel, on occasion, may desire to participate in discussions with a company's management or with third parties about significant matters in which Ariel may suggest possible courses of action to assist in building the company's intrinsic value or to cause the company's true economic value to be recognized. In such situations, Ariel may elect to file on Schedule 13D in order to be more active in corporate governance and management matters, and to have the ability to enter into discussions with third parties concerning proposed corporate matters of a significant nature. Until such time as Ariel may again report its beneficial ownership on Schedule 13G, it may not be able to vote the company's securities on behalf of clients that hold the securities or acquire any additional securities of the company on behalf of existing or new clients.

For related information about the Funds, see the Funds' statement of additional information.

#### Other Considerations about the Companies in which Ariel Invests

Ariel's traditional value and deep value strategies generally do not invest in companies whose primary source of revenue is derived from the production or sale of tobacco products or the manufacture of handguns. The portfolio managers of these strategies believe these industries may be more likely to face shrinking growth prospects, litigation costs and legal liability that cannot be quantified.

For related information about the Funds, see the Funds' prospectuses.

#### Material Investment Risks in Methods of Analysis, Strategies, and Types of Securities

**General Investing Risks.** Investing involves the risk of loss that clients should be willing to accept. Although Ariel makes every effort to achieve its strategies'

primary objective of long-term capital appreciation, Ariel cannot guarantee it will attain this primary objective or any secondary objective. You could lose money by investing in Ariel's strategies. Each strategy is also subject to specific risks. Certain of the following risks may apply.

**Value Investing Risks.** During any given period, Ariel's value style may achieve better or worse results than other investment styles. The value investing approach carries the risk that the market will not recognize a stock's intrinsic value for a long time, or that a stock judged as undervalued may actually be appropriately priced. The liquidity of a security may affect the ability to buy or sell the security at the desired time, price or weighting. Attempting to purchase with a margin of safety on price cannot protect investors from the volatility associated with stocks, incorrect assumptions or estimations on our part, declining fundamentals or external forces. The general level of stock prices could decline.

**Equity Investing Risks.** Investing in equity stocks is risky and subject to the volatility of the markets. Equity securities represent an ownership position in a company. These securities include, without limitation, common stock, preferred stock, preference shares, tracking stock, warrants, and securities with equity conversion or purchase rights. The prices of equity securities fluctuate based on changes in the financial condition of their issuers and on market and economic conditions. Events that have a negative impact on a business likely will be reflected as a decline in the value of its equity securities. When the stock market declines, most equity securities, even those issued by strong companies, likely will decline in value.

Preferred stock frequently has a stated dividend rate payable from the corporation's earnings. Preferred stock has preference over common stock in the payment of dividends and the liquidation of assets. Preferred stock normally carries no voting rights. Preferred stock dividends may be cumulative or non-cumulative, participating or non-participating, or adjustable rate.

Tracking stock is created when the board of directors of a public company proposes, and the shareholders approve, a new class of stock whose value is linked to a unit of the corporation. The value of the tracking unit is related to the specific performance of the unit, which can pay dividends to shareholders independent of the parent corporation. However, tracking stock does not represent a share of the tracking unit, but rather a share of the parent corporation. A tracking stock unit is completely controlled by the parent. Managers of the unit and managers of the parent corporation report to the same board, which could lead to conflicts of interest. There is no transfer of ownership of assets or cash flows to tracking stock shareholders. Furthermore, tracking stock is usually voted with parent shares as a single class, with no separate vote on the tracking unit's management; however, voting rights of tracking stock differ by company. While tracking stock performance should reflect performance of the unit, claims in the case of bankruptcy are on the assets of the corporation as a whole, not on the unit.

**Smaller Company Risks.** Micro, small and mid cap stocks held could fall out of favor, and returns would subsequently trail returns from the overall stock market. Investing in micro, small and mid cap stocks is more risky and more volatile than investing in large cap stocks. There may be less frequent trading and smaller trading volumes in a smaller company's stock, which means that such stock may be less liquid and have higher transactional costs than a larger company's stock. This could cause buy and sell orders in smaller company's stock to take longer than normal to complete to avoid impacting price. Additionally, if Ariel is forced to sell securities to meet cash needs, it may be forced to dispose of those securities under disadvantageous circumstances and at a loss. Micro, small and mid cap companies often have less predictable earnings, more limited product lines and markets, and more limited financial and management resources than larger capitalization companies.

**Concentration Risks.** Ariel's portfolios hold a limited number of securities and at times some of the same stocks may be held among different strategies. A fluctuation in one stock could significantly affect the overall performance of the portfolios. For some of its strategies, Ariel at times holds large positions in certain companies and/or sectors, and the strategies' performance may suffer if these companies or sectors underperform.

**Tax Risks.** Ariel may invest in publicly traded companies created under alternative business structures, such as partnerships and limited liability companies. Such investments may generate unrelated business income tax or result in other tax implications even for tax-exempt clients. Clients should consult a tax advisor for more information about possible tax implications of investments in alternative business structures.

Ariel may invest in foreign companies deemed to be Passive Foreign Investment Companies ("PFICs"). Ownership in PFICs may subject a client's account to complex tax rules and result in unfavorable tax costs. Clients should consult a tax advisor for more information about possible tax implications of investments in PFICs.

There are tax consequences specific to investments in foreign companies. Clients should consult a tax advisor for information about the tax implications and reporting requirements of investing in foreign companies.

**Foreign Risks.** Ariel purchases foreign (non-U.S.) securities for its global portfolios and may purchase foreign securities for a portion of its other portfolios. Ariel generally defines a company as "foreign" if the physical location of its headquarters is outside the U.S. However, if the company is headquartered outside the U.S. but the primary exchange trading its securities and the majority of its sources of revenues and/or profits are in the U.S., Ariel may determine that the company should be classified as domestic rather than foreign. Any investments in exchange-traded funds ("ETFs"), derivatives and other hedges utilized will be considered foreign investments to the extent that they have economic characteristics similar to those of equity securities that Ariel considers to be foreign investments.

Investments in foreign securities may be more volatile and less liquid than comparable U.S. stocks. Such securities are purchased on recognized foreign exchanges and over-the-counter markets, or through American Depository Receipts ("ADRs") and Global Depository Receipts ("GDRs"), or other securities representing underlying shares of foreign companies, including, but not limited to, certificates of deposit issued by foreign banks and foreign branches of U.S. banks, participatory notes (instruments issued by registered foreign financial intermediaries to U.S. institutional investors), or other instruments that allow investors to participate in foreign markets.

The values of foreign investments are affected favorably or unfavorably by currency exchange rate fluctuations. While Ariel attempts to reduce the effect of currency fluctuations, the projection of short-term currency market movements is extremely difficult, and the successful execution of a short-term hedging strategy is highly uncertain. The use of forward contracts in this manner might reduce performance if there are unanticipated changes in currency prices to a greater degree than if Ariel had not entered into such contracts.

Foreign economies and markets may not be as strong or well regulated, foreign political systems may not be as stable (and may subject a portfolio to the risk of nationalization, expropriation, or confiscatory taxation of assets), and foreign financial reporting, accounting, custody, auditing and disclosure standards may not be as rigorous as those in the U.S. Foreign portfolio transactions generally involve higher commission rates, transfer taxes, and custodial costs than transactions involving U.S. securities. A portfolio may have significant exposure to a particular region, sector, industry or currency, which may have a material impact on the performance of the entire portfolio.

In some foreign markets, custody arrangements for securities provide significantly less protection than custody arrangements in U.S. markets, and prevailing custody and trade settlement practices (e.g., the requirement to pay for securities prior to receipt) expose a portfolio to credit and other risks it does not have in the U.S. with respect to participating brokers, custodians, clearing banks or other clearing agents, escrow agents, and issuers. U.S. investors may be required to maintain a license to invest directly in some foreign markets. In addition, a portfolio may be limited in some jurisdictions from engaging in short-term trading (as defined by the relevant jurisdiction). Investments in foreign countries may subject a portfolio to non-U.S. taxation (potentially retroactively) on (i) capital gains it realizes or dividends or interest it receives on non-U.S. investments, (ii) transactions in those investments, and (iii) the repatriation of proceeds generated from the sale of those investments.

Investments in companies based in emerging market countries present risks greater than those in mature markets. These countries may have less-developed legal and accounting systems, and investments may be subject to greater risks of government restrictions on withdrawing the sale proceeds of securities from the country. Economies of emerging market countries may be more dependent on relatively few industries that may be highly vulnerable to local and global changes. Governments may be more unstable and present greater risks of nationalization, expropriation, or other confiscation of assets of

issuers of securities, greater risk of default (by both the government and private issuers), greater governmental involvement in the economy, capital controls, inability to purchase and sell investments or otherwise settle security or derivative transactions (i.e., a market freeze), unavailability of material information about issuers, slower clearance and settlement, difficulties in obtaining and/or enforcing legal judgments or restrictions on foreign ownership of stocks of local companies. There may be greater risk of high inflation and more volatile interest and currency exchange rates, which could depress prices for extended periods of time. Investments in emerging markets may involve trading and operational risks (including the risk of natural disasters and wars) and may require the payment of additional costs. Performance dispersion may result among client accounts due to an inability to aggregate trades and allocate price and transaction costs among clients on a pro rata basis. Many emerging market countries have experienced substantial rates of inflation for many years, which may have adverse effects on the economies and the securities markets of those countries. Clients who engage in securities lending programs through their custodians may have higher risks that could limit or otherwise negatively impact trading in emerging markets. There is no universally accepted definition of an emerging market country. Ariel generally defines emerging market countries as those comprising the MSCI Emerging Markets Index.

**Foreign Currency and Derivatives Risks.** For its global strategies, Ariel also uses various techniques to hedge currency exposure or to invest significant cash inflows in the market (i.e., reducing “cash drag”), including derivatives, ETFs, and other hedges. These techniques include, but are not limited to, the following: buying and selling currency on a spot basis (i.e., foreign currency trades that settle within two days), entering into foreign currency forward contracts, buying and selling foreign currency options and securities, futures contracts or options, and entering into swap agreements. The use of various types of derivatives and other hedges may intensify investment losses, may create more volatility and may expose the portfolios to other losses and expenses. Derivatives may be sensitive to changes in economic and market conditions and may create leverage, which could result in losses that significantly exceed a client’s original investment. In addition, given their complexity, derivatives expose the portfolio to risks of mispricing or improper valuation. The use of foreign currency derivatives, such as foreign currency forward contracts, may be expensive and may result in further losses. Derivative instruments may be exchange-traded through an organized exchange or traded in over-the-counter (“OTC”) transactions between private parties. OTC transactions are less liquid and more risky than exchange-traded derivatives due to the credit and performance risk of counterparties that could result in defaults on payment, delivery or other obligations. Derivatives involve the risk that changes in their value may not move as expected relative to the value of the assets, rates, or indices they are designed to track, and suitable derivative instruments may not be available in all circumstances. In addition, certain derivative investments may require a client to enter into agreements with counterparties and may require the payment of additional costs and the collateralization of a portion of a client’s account assets.

Foreign currency forward contracts are used to protect against uncertainty in the level of future currency exchange rates. The use of foreign currency forward contracts does not eliminate the risk of fluctuations in the prices of the underlying securities a portfolio owns or intends to acquire, but it does fix a rate of exchange in advance. Although foreign currency forward contracts may reduce the risk of loss from a decline in the value of the hedged currency, at the same time they limit any potential gain if the value of the hedged currency increases. Ariel often will hedge large currency exposures in an attempt to reduce unintended tracking error versus the strategies' respective benchmarks by using foreign currency forward contracts although Ariel will also secure or maintain currency exposure via spot markets (i.e., foreign currency trades that settle within two days). Ariel's currency strategy is designed to reduce risk. Ariel aims to dampen the effects of large currency moves primarily in major benchmark currencies, not eliminate all currency tracking error entirely. A portfolio will not be perfectly hedged against its benchmark as the costs could be prohibitive and often unwarranted. In particular, the projection of short-term currency market movements is extremely difficult, and the successful execution of a short-term hedging strategy is highly uncertain. The use of foreign currency forward contracts in this manner might reduce a portfolio's performance if there are unanticipated changes in currency prices to a greater degree than if the portfolio had not entered into such contracts. Ariel uses discretion and judgment in determining the cost benefit analysis of hedging.

**Exchange Traded Fund ("ETF") Risks.** Some strategies also invest in ETFs, which may be less liquid and subsequently more volatile than the underlying portfolio of securities they are designed to track. Shares of ETFs are not priced at the net asset value ("NAV") of their underlying portfolio holdings, but instead trade like stocks at the market price, which may be at a price above or below their NAV. The risks of owning an ETF generally reflect the risks of owning the underlying securities they are designed to track, although lower liquidity in an ETF could result in it being more volatile than the underlying portfolio of securities. Disruptions in the markets for the securities underlying ETFs purchased or sold by a Fund could result in losses on the Fund's investment in ETFs. ETFs also have management fees that increase the cost of owning ETFs compared to owning the underlying securities directly.

**Excess Cash Risks.** Certain strategies will on occasion temporarily hold excess cash or cash equivalents for defensive purposes in attempting to respond to adverse market, economic, political, or other conditions, including during times when suitable equity investments are difficult to identify. If excess cash is held, the portfolio will be exposed to inflation risk and the risk of exchanging lower risk for potentially lower returns. Holding excess cash may be inconsistent with Ariel's principal investment strategies and upon doing so, the strategies may fail to achieve their investment objectives. Cash positions may be comprised of cash or cash equivalents that may include, but are not limited to, foreign currency, money market funds, commercial paper, treasury bills, and short-term government bonds. For the global strategies, counterparties for these transactions may include foreign banks and foreign governments. Holding cash exposes an investment to inflation risk and the risk of potentially lower returns.

Foreign cash equivalents are riskier because they involve foreign counterparties, foreign exchange risk, as well as the risks associated with foreign currencies.

**Valuation Risks.** The price at which any particular investment could sell often differs from Ariel's valuation of the investment. The value of securities may be materially affected by events after the close of the markets on which they are traded. Valuation differences could be significant, particularly for illiquid securities and securities that trade in relatively thin markets and/or markets that experience extreme volatility. If market or other conditions make it difficult to value some investments, Ariel may value these investments using more subjective methods, such as fair value methodologies. As a result, Ariel's valuation of a client's assets could differ from the client's assets as valued by the client's custodian if Ariel and the custodian are using different valuation methodologies. Ariel's calculation of its clients' account performance and asset-based fees, thus, may differ from the performance and asset-based fees as calculated by a custodian or other third party. Ariel's ability to value client assets in an accurate and timely manner also may be impacted by technological issues and/or errors by third-party service providers, such as pricing services or accounting agents.

**Business Risks.** Ariel also is subject to the risk that a change in U.S. law and related regulations will impact the way Ariel operates, increase the particular costs of Ariel's operations, change Ariel's business and/or change the competitive landscape. This may impact Ariel's clients.

**Business Continuity/Operational and Cybersecurity Risks.** See the section entitled "Business Continuity" in Item 19.

The risks above also apply to the Funds. For more discussion of the risks of investing in the Funds, see the Funds' prospectuses and statement of additional information.

## **Item 9 – Disciplinary Information**

There are no legal or disciplinary events to report.

## **Item 10 – Other Financial Industry Activities and Affiliations**

### Management Persons Who Are Registered Representatives of a Broker/Dealer

Some of Ariel's management persons are registered representatives of Ariel Distributors, Ariel's affiliated broker/dealer that distributes the Funds of the Trust and acts as placement agent to the private fund. These management persons do not receive incentive compensation based on sales of Fund shares or private fund interests.

## Commodity Activities

Ariel has claimed exclusions from the definition of commodity pool operator ("CPO") for the Funds and the private fund. For the Funds, Ariel has claimed the CPO exclusion set forth in the U.S. Commodity Futures Trading Commission ("CFTC") Regulation 4.5(a)(1) on the basis that the Funds are investment companies registered as such under the Investment Company Act of 1940, as amended, and satisfy the criteria in CFTC Regulation 4.5. Ariel has filed a notice of eligibility with the National Futures Association ("NFA") and intends to ensure that both it and each of the Funds complies in all respects with the requirements set forth in the notice of eligibility and under CFTC Regulation 4.5. For the private fund, Ariel has claimed an exemption from CPO registration pursuant to CFTC Regulation 4.13(a)(3) under the Commodity Exchange Act ("CEA"). Ariel may rely on these exemptions from registration with the CFTC as a CPO because: (i) for the private fund, (a) either the aggregate initial margins and premiums required to establish commodity interest positions for the private fund do not exceed five percent of the liquidation value of the private fund's portfolio or the aggregate net notional value of the private fund's commodity interest positions do not exceed one hundred percent of the liquidation value of the company's portfolio (*de minimis* threshold"), and (b) participation in the private fund is limited to certain classes of investors recognized under the federal securities and commodities laws; and (ii) for the Funds, commodity interest contracts are used solely for *bona fide* hedging purposes within the meaning and intent of CFTC regulation, and, for positions in commodity interests that do not fall within such meaning and intent of *bona fide* hedging, the Funds do not exceed the *de minimis* threshold. Therefore, Ariel is not required to register with the CFTC as a CPO.

For the Funds, Ariel is relying on the CFTC Regulation 4.6(a)(2) exclusion from the definition of commodity trading advisor ("CTA"), which is self-executing by virtue of Ariel claiming the exclusion from the definition of CPO pursuant to CFTC Regulation 4.5. Ariel has filed a notice of exemption as a CTA pursuant to CFTC Regulation 4.14(a)(8) for its management of the private fund. With regard to Ariel's separate account clients, Ariel currently does not utilize any type of investment that qualifies as a "swap". However, should Ariel begin utilizing swaps, such as non-deliverable foreign currency forward contracts, for its global strategies, Ariel will endeavor to claim the appropriate CTA exemptions that relate to its management of such separate account client assets. Ariel intends to operate its business in such a manner that will allow it to continue to claim all applicable CTA exemptions.

## Material Relationships and Arrangements

Ariel serves as investment adviser to an investment company (the Trust). See Item 4 for more information about the Trust. Ariel also serves as investment manager and managing member to a private fund that is available only to eligible investors. Ariel has established policies and procedures designed to facilitate the equal application of Ariel's fiduciary responsibilities among all of its clients despite any affiliations, such as these, that create a conflict of interest. See Item 12 – Brokerage Practices.

Ariel Distributors, a broker/dealer registered with the Financial Industry Regulatory Authority, Inc. and a member of the Securities Investor Protection Corporation, is a wholly-owned subsidiary of Ariel. Ariel Distributors acts as the underwriter for distribution of shares of the no-load Funds and participates in the distribution of an unaffiliated money market fund that can be purchased or exchanged for or from shares of the Funds, as described in the Funds' prospectus. Ariel Distributors also acts as placement agent for the private fund.

#### Other Potential Conflicts of Interest

It is Ariel's fiduciary obligation to place its clients' interests above its own and to make full and fair disclosure of actual and perceived conflicts of interest. Potential conflicts of interest are inherent in the investment advisory business. Ariel's policy is to identify, catalogue and monitor conflicts of interest and to disclose such conflicts to its prospective and existing clients in this Form ADV or otherwise. Throughout this brochure, many conflicts are discussed. This section covers conflicts that are not discussed elsewhere.

A potential conflict of interest arises when Ariel, directly or indirectly, establishes values for its clients' portfolio holdings for which no market quotations are readily available. In order to ensure client assets are accurately and fairly valued, Ariel has established a Pricing Committee that determines a security's fair value in the absence of a market quotation.

Information regarding the potential conflicts of interest that arise from Ariel placing trades on behalf of its clients, including use and allocation of soft dollar arrangements, is contained in Item 12.

Ariel has adopted a policy and procedures relating to political activities. The policy requires Ariel, its affiliates, and its employees and their spouses and dependent children to obtain prior approval from Ariel's Chief Compliance Officer before making, or directing or soliciting any other person to make, any political contribution or provide anything else of value, including volunteer services, to an existing state or local official, candidate for state or local position, political organization or candidate for federal office who holds a state or local position. The policy and procedures are designed to comply with various federal, state and local laws restricting "pay-to-play" activities of investment advisers.

Ariel makes charitable contributions and sponsors charitable events. Ariel does not make any contributions or sponsor events in order to obtain or retain advisory clients. Ariel has procedures to monitor its charitable activities.

### **Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

#### Ariel's Code of Ethics

Ariel, the Trust and Ariel Distributors (the "Ariel entities") have adopted a combined Code of Ethics (the "Code"), which states that our primary mission is

to place the interests of our clients first. The Code describes the Ariel entities' policies and procedures pertaining to personal securities transactions, insider trading, giving and accepting gifts and entertainment, and outside business activities. The proprietary investing of the Ariel entities is subject to all sections of the Code pertaining to their respective investments in securities.

Personal securities transactions of all Ariel employees are subject to compliance with the Code. Generally, Ariel and its employees cannot buy or sell securities owned in clients' portfolios or securities being considered for purchase or sale for clients. However, subject to the Code, Ariel and its employees may buy and sell shares of the Funds and other mutual funds sub-advised by Ariel. Additionally, Ariel's Chief Compliance Officer may grant exceptions for Ariel's or its employees' purchase or sale of securities owned in clients' portfolios or being considered for purchase or sale for clients. Such exceptions include a codified *de minimis* exception applicable to the purchase or sale of securities owned in clients' portfolios or being considered for purchase or sale for clients.

Ariel employees also are prohibited from profiting from transactions in the same or equivalent security within 60 calendar days after the trade date and must hold Ariel-advised mutual fund shares for a minimum of 60 calendar days after trade date. Ariel excepts from these personal trading prohibitions trades in accounts that are separately managed by Ariel on behalf of Ariel employees. Except through Ariel separate accounts established by Ariel employees, officers, or directors, Ariel does not place personal trades for such persons. Separately managed accounts are traded and managed in accordance with Ariel's model portfolios. Ariel's management of separately managed accounts for itself and its employees raises a potential conflict of interest because of the potential that Ariel would preferentially allocate trades for itself and its employees to the detriment of other clients. Ariel addresses this conflict by following procedures designed to prevent such preferential treatment, including its trade aggregation and allocation and trade rotation procedures (further discussed below in Item 12).

The Code prohibits employees of Ariel from:

- Trading securities, either personally or on behalf of others, on the basis of material nonpublic information; and
- Communicating material nonpublic information to others in violation of the laws.

The Code requires all employees of Ariel entities to report:

1. Upon hire and annually, all Reportable Securities<sup>2</sup> in which they have beneficial ownership and the accounts that hold Reportable Securities ("Reportable Accounts"); and
2. On a quarterly basis, all Reportable Securities transactions.

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<sup>2</sup>As defined by the Investment Advisers Act of 1940 and the Investment Company Act of 1940 rules pertaining to codes of ethics.

The Code requires employees of Ariel to obtain the written consent of Ariel's Chief Compliance Officer prior to executing most transactions in Reportable Securities and opening most new Reportable Accounts.

The Code's gift and entertainment provisions prohibit Ariel employees from giving or accepting any cash gifts, non-cash gifts having a value of more than \$100, or excessive entertainment to or from a client, prospective client, or any person or entity that does or seeks to do business with or on behalf of any of the Ariel entities. The Code permits the providing or accepting of a business entertainment event of reasonable value, so long as the person or entity providing the entertainment is present. The Code requires Ariel's employees to report to Ariel's Chief Compliance Officer all gifts and entertainment received and given.

The Code requires Ariel employees, before accepting outside employment, to obtain prior approval from the Chief Compliance Officer. The Chief Compliance Officer will consider various factors in evaluating whether such outside employment conflicts with, or generates risk for, Ariel's business.

Certain employees of Ariel serve as directors of public companies. Ariel mitigates the potential conflicts of interest by requiring the written approval of Ariel's Chief Compliance Officer prior to any employee serving as a director of any public company. Ariel does not buy for its clients the securities issued by a public company for which an Ariel employee serves as a director. As of March 21, 2018, those companies were: The Estee Lauder Companies Inc., Exelon Corporation, InnerWorkings, Inc., JPMorgan Chase & Co. (and certain subsidiaries), McDonald's Corporation, and Starbucks Corporation.<sup>3</sup>

The Code provides for the imposition of sanctions against those persons who violate the Code and for oversight of the Code's administration by Ariel's Chief Compliance Officer, the Board of Directors of Ariel Holdings and the Board of Trustees of the Trust. The Code also gives Ariel's Chief Compliance Officer the ability to grant exceptions and exemptions to the Code as appropriate.

A client or prospective client may request a copy of the Code by calling (800) 725-0140 or writing to Ariel Investments, LLC at 200 East Randolph Street, Suite 2900, Chicago, IL 60601.

#### Proprietary or Sales Interest in Client Transactions

With respect to the distribution of the Funds, Ariel does not invest its clients' assets in the Funds or recommend any specific Fund to investors. Ariel Distributors' registered representatives explain the differences between Funds in response to investor requests or in connection with a request for proposal, but they generally do not make recommendations to investors as to which Fund or Funds to select. However, should registered representatives make any recommendations to investors that qualify for the Institutional Class shares of a

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<sup>3</sup>John W. Rogers, Jr. is a nominee for election as a Director of The New York Times Company at the company's April 19, 2018 annual meeting of stockholders. Should he be elected, the company will not be purchased for Ariel clients.

Fund, they will only recommend investment in the Institutional Class shares and not the Investor Class shares. Ariel Distributors derives its revenues from the Funds' Investor Class shares out of which 12b-1 Plan fees are paid at the annual rate of 0.25% of the average daily net assets. Ariel also receives fees from the Funds for its investment management services to the Funds. See also "Supervised Persons' Sales Incentive Compensation" in Item 5 above.

Ariel Distributors' qualified registered representatives recommend to eligible investors interests in the private fund for which Ariel acts as managing member and Ariel Distributors acts as placement agent. Ariel Distributors receives no compensation for its services. Ariel receives a management fee for its investment management services to the private fund. Neither Ariel nor Ariel Distributors receives any sales commission for private fund sales.

## **Item 12 – Brokerage Practices**

### Broker Selection and Best Execution

Ariel's brokerage selection process is the responsibility of its Trading Oversight Committee (the "Committee"). The Committee meets quarterly to review, administer, monitor, and enforce the trading and trade management policies and procedures contained in Ariel's compliance manual and to resolve conflicts that arise in portfolio trading with the goal of seeking brokerage and trading arrangements that are intended to maximize client results. The Committee approves additions to the approved broker list. Prior to being added, and annually thereafter, brokers are reviewed for the quality of their brokerage services, including services provided to aid in Ariel's research process. The following are among the items the Committee regularly reviews:

- quality of trade execution
- soft dollar arrangements and spending
- brokerage selection and commissions
- trade allocation and aggregation
- trade rotation
- client directed brokerage
- trade errors
- account performance dispersion
- restrictions monitoring procedures
- gift and entertainment logs for the research and trading departments

The Committee is made up of four voting members, consisting of representatives from the domestic strategies' investment group and the domestic and global strategies' trading departments. In addition, representatives from Ariel's legal and compliance, research, operations, and fund administration departments attend and participate in the Committee meetings.

Ariel's policy is to seek the best price and favorable execution of client transactions considering all circumstances. However, there can be no assurance that best execution will in fact be achieved in any given transaction. Subject to Ariel's overall policy, in selecting brokers to execute transactions, Ariel considers customary practices in prevailing markets for the particular type of investments

being traded, natural order flow, market impact, anonymity, the firm's reputation, the full range, quality and reliability of its services that are deemed useful to better serve clients, its relationship and responsiveness to Ariel, commission rates, and any other factors that Ariel, in its sole discretion, deems relevant, without having to demonstrate that any such factor is of a direct benefit to any particular client. In addition to execution, the services provided by brokers include supplemental research, statistical information and objective performance evaluation.

#### Research and Other Soft Dollar Benefits

Ariel will not always place brokerage transactions on the basis of the lowest commission rate available for a particular transaction. That is, Ariel uses certain brokers in return for services that are useful to Ariel's research process and causes clients to pay commissions higher than those charged by other brokers in return for products and services that are useful to Ariel's research process. Ariel makes a good faith determination that the commissions paid are reasonable in relation to the value of the brokerage and other services provided. The payment of such services with brokerage commissions is commonly referred to as "soft dollar arrangements." Ariel only enters into soft dollar arrangements that are covered by the safe harbor provided under Section 28(e) of the Securities Exchange Act of 1934.

Brokers furnish, for example, proprietary or third-party research reports, supplemental performance reports, statistical analyses, and software and computer programs used for research and portfolio analysis, and other valuable research information to Ariel. Ariel generally seeks, at the beginning of the year, to direct client transactions to brokers that provide proprietary and third-party research in order to ensure payment of its budgeted research commissions and soft dollars. Ariel uses soft dollar benefits to service all of its clients' accounts, not only those that paid for soft dollar services through their brokerage commissions. The brokerage commission rates paid to brokers for proprietary and third-party research are typically higher than commissions paid to obtain execution only. However, clients prohibiting Ariel from generating soft dollar credits generally do not receive better brokerage commission rates than clients that do generate soft dollar credits for Ariel. Ariel does not seek to allocate soft dollar benefits to clients' accounts proportionately to the soft dollar credits the accounts generate. As a result of client-directed brokerage arrangements, some soft dollar services benefit clients who do not execute transactions through soft dollar brokers. Further, some soft dollar services are used for certain clients but are paid for by clients who do not require such services. Additionally, Ariel receives certain research reports from brokers that are not used in investment decision making. However, Ariel receives other services from brokers that are used in the investment decision making process, such as access to management and invitations to analyst conferences.

Ariel receives certain brokerage and research products and services that provide both research and non-research ("mixed-use") benefits. In these instances, Ariel uses client brokerage commissions to pay for the research portion and pays the non-research portion out of its own resources. Although the allocations between

research and non-research portions will be made in accordance with Ariel's overall fiduciary responsibilities, clients should be aware of the potential conflicts of interest created by the use and allocations of soft dollar arrangements. By entering into soft dollar arrangements, Ariel receives a benefit because it is relieved from producing or paying for research products or services. In addition, soft dollar arrangements give Ariel an incentive to select a broker, trade frequently, or trade actively in certain accounts to obtain research used primarily by other, less frequently traded accounts. That is, Ariel would have an incentive to select a broker based on its interests in receiving research rather than in its clients' interests in receiving most favorable execution. This is not Ariel's practice, however, and Ariel's disciplined investment strategy, utilized for all its clients, and its long-term holding approach, mitigate these potential conflicts. Ariel also attempts to address these potential conflicts through oversight of soft dollar usage by the Committee and by requiring an initial and annual approval of all soft dollar services by Ariel's Chief Compliance Officer.

#### Brokerage for Client Referrals

Ariel does not select brokers in exchange for client referrals. Although Ariel often uses brokers who sell shares of the Funds to trade securities in the Funds' portfolios, Ariel does not consider the sale of Fund shares as a factor when selecting brokers to effect portfolio transactions. Ariel's Head Traders certify to this fact on a quarterly basis.

#### Other Potential Conflicts

Ariel at times invests for its clients in the stock of publicly-traded brokers with which Ariel places client trades. Ariel also is authorized to place clients' portfolio transactions with or through brokers who have sold shares of mutual funds advised or sub-advised by Ariel, subject to Ariel's best execution obligations. Transactions with these brokers are not executed as a result of any potential or existing investment in a broker firm nor in consideration for the promotion or sales by a broker of shares issued by such mutual funds. Ariel has adopted and implemented policies and procedures designed to ensure that personnel responsible for portfolio trading and for negotiating agreements with brokers do not take into account any potential or existing ownership in a broker firm or a broker's sale of the Funds' shares when selecting brokers or placing trades.

Ariel's personnel at times receive gifts and entertainment from brokers through whom Ariel places trades. In order to prevent trading personnel from favoring one broker over another for client trades based on gifts or entertainment received, Ariel's Code requires employees to report to the Chief Compliance Officer all gifts and entertainment received from brokers. The Chief Compliance Officer and the Committee review the gift and entertainment reports of the research and trading departments.

#### Directed Brokerage and Other Brokerage Constraints

Certain clients direct Ariel to use particular brokers for executing transactions in their accounts. For example, certain institutional clients direct Ariel to place all

or a portion of their brokerage with minority-owned and/or local brokers, or brokers who provide the client with certain services, such as performance monitoring and commission recapture. Also, due to trading constraints applicable to certain clients, Ariel often uses a single broker to execute trades. Ariel's trading department will at times place orders for these clients behind orders for non-directed brokerage clients that have no constraints. Directing brokerage may cost clients more money. For example, clients who direct Ariel (through affirmative direction or other constraint) to use particular brokers may pay higher commissions, obtain greater spreads, or obtain less favorable net prices than might be the case for those clients who do not because Ariel will be unable to negotiate commissions, aggregate client orders and seek the most favorable execution of transactions as efficiently as possible and at the best price.

Ariel does not use brokerage from another client account to pay for a product or service purchased under these client-directed brokerage arrangements. To the extent that clients' directed brokerage is not available to pay for Ariel's soft dollar arrangements, clients who give Ariel brokerage discretion will pay for a disproportionate share of Ariel's soft dollar arrangements.

#### Aggregation and Allocation of Trades

Ariel typically aggregates client purchase or sale orders (except for retail orders) for a particular security into blocks to achieve more efficient execution, lower per share brokerage costs and, in the aggregate, better and fairer prices for all clients. Where purchases or sales are made on a block basis, price and per share commission and transaction costs are generally allocated to each advisory client on a pro rata basis.

Because of client guidelines and/or market conditions (including a limited supply or demand for certain securities), not all investment opportunities can be made available to all clients, but Ariel endeavors to allocate investment opportunities fairly over time. Ariel will not favor any client account, or group of client accounts, over any other client account or group of client accounts. Ariel takes a number of factors into account when making allocation decisions including, but not limited to, client guidelines or investment restrictions, cash levels, tax status, size of account, weighting of securities in a portfolio, any client directed brokerage requirements, and other relevant investment factors. Ariel's trading departments will at times place orders for directed brokerage clients (including retail clients that direct brokerage) behind orders for non-directed brokerage clients depending upon factors such as the number of other orders awaiting execution, the type of order, the liquidity of the order, and the clients' cash positions. Portfolio updates are not given to managed account programs to whom Ariel licenses its strategies on a real-time basis. Such arrangements typically provide for updates once a week.

In some cases, an aggregated order is partially filled. The Adviser will allocate the order to advisory clients on a pro rata basis subject to available cash, account restrictions, tax status, account size, weighting of securities in a portfolio, directed brokerage, and other relevant investment factors.

At times, there may be a pending block order for a security specific to a strategy when a subsequent additional block order is placed for the same security for another strategy. If, upon receiving the second order, the security price has not materially changed and a significant amount of time has not lapsed since the first order was placed, Ariel's traders may aggregate the first and subsequent orders. In cases where the first order has been substantially filled or the price has substantially changed, Ariel's traders may allocate the existing order and then combine the unexecuted portion for a new block order.

Although the Adviser believes that the aggregation of orders for client accounts generally will benefit its clients as a whole over time, in any particular instance such aggregation may result in a less favorable price or execution for a particular client than might have been obtained if the orders had not been aggregated.

Some clients impose guidelines or investment restrictions that are not a part of Ariel's strategies. Ariel will use its discretion in interpreting and applying such investment restrictions. Clients who impose such investment restrictions should be aware that the performance of their accounts will differ from the model portfolios. Some investment restrictions must be checked manually by members of Ariel's portfolio management team, which often results in accounts with such restrictions to be traded after accounts that do not have similar investment restrictions. As a result of the delay, these accounts may receive a different price on securities transactions than the unrestricted accounts.

In order to meet client-directed brokerage mandates, Ariel at times aggregates trades for execution and requests that the executing broker "step out" a portion of the aggregate trade to clients' directed brokers. The executing broker gives up the trades to the directed broker who receives any related commissions and clears, settles and confirms the transaction to Ariel and the clients involved.

#### Opposite-Way and Same-Way Trades in a Security

At times, Ariel will purchase shares of stock for one or more accounts and sell the same stock in one or more other accounts. Normally, Ariel will utilize a broker's alternative trading system ("ATS") that commingles buy and sell orders from many sources and executes trades automatically in aggregate amounts available to match. This practice subjects the trades to outside market forces for determination of stock price and will include a minimal commission cost. On rare occasions and to the extent permitted by the Investment Advisers Act of 1940, Ariel will execute cross trades between client accounts when it deems the transaction to be in the best interests of both clients and in accordance with any laws, rules or regulations applicable to such clients' accounts (e.g., the Employee Retirement Income Security Act of 1974 or the Investment Company Act of 1940). In the event one of Ariel's investment strategies has an opposite-way or same-way trade order in the same security as another Ariel strategy, Ariel's traders for those strategies will immediately consult with one another regarding how to proceed with the order, bearing in mind the best interest of all Ariel clients.

### Trade Error Policy and Procedures

Ariel views a trade error as involving an unintentional mistake in the handling of a trade order for which Ariel is responsible. Examples of trade errors include: trading a security in the wrong account; trading in the wrong security; purchasing or selling an incorrect amount of the security, or failing to enter an order given by the portfolio manager; selling a security instead of buying it; buying a security instead of selling it; and buying or selling a security in violation of a client-imposed or regulatory restriction. Trade errors do not include intentional acts or errors related to the investment selection decision.

The Chief Compliance Officer will collaborate with all relevant personnel, promptly, equitably and in the best interests of Ariel's clients, to investigate the cause of the error and assist with the implementation of procedures to prevent similar errors; and approve the reimbursement amount (if any) to a client as a result of the error. Ariel is responsible for any costs relating to its trade errors. Clients will be notified of trade errors that occur in their accounts that cannot be canceled pre-settlement.

### More Information Specific to Trading for the Global Strategies

Brokerage commissions and other costs of transactions made on foreign stock exchanges generally are higher than in the U.S. In the event that transactions in emerging markets are executed through a client's sub-custodian, the transaction rates determined by the sub-custodian may be less favorable than the transaction rates offered by other third-party brokers. Ariel will seek to achieve the best net results for these transactions.

## **Item 13 – Review of Accounts**

### Account Reviews

A portfolio manager, or his or her designee, reviews client accounts at least monthly, to ensure compliance with Ariel's investment objective and strategy and client investment restrictions. Client accounts generally are invested according to one of Ariel's model portfolios. However, variations in account-specific factors such as investment restrictions, the timing and amount of cash flows, and clients' custodian limitations will cause client accounts to vary from the model portfolio. Before each trade is executed and post-trade each day, restrictions monitoring personnel monitor compliance primarily utilizing Ariel's trade order management systems and other tools. On a daily basis, operations personnel generate a post-trade compliance report, which is reviewed by operations, restrictions monitoring and compliance personnel.

### Reports to Separate Account Clients

Written statements containing portfolio information and performance results are distributed to clients monthly, quarterly or periodically, based upon client needs or preferences. In addition, formal meetings with clients are arranged quarterly,

semi-annually, annually, or at the request of the clients based on their need to discuss their portfolio and performance results.

Clients will receive written account statements from their custodians. We encourage clients to review the account statements sent directly by their custodians to confirm the holdings and transactions in their accounts. Any statement sent directly by Ariel is not intended to be a substitute for account statements and other reports provided directly by the custodians. If a client does not receive an account statement from its custodian, Ariel encourages the client to contact its custodian. Depending upon a client's arrangements with its custodian, the client and/or its custodian will receive trade confirmations from the brokers that execute trades on the client's behalf.

## **Item 14 – Client Referrals and Other Compensation**

### Other Compensation Received by Ariel

Other than as disclosed in this Form ADV, Ariel does not receive compensation from any third party for providing investment advice to its clients. See Item 11 (regarding gifts and entertainment) and Item 12 (regarding soft dollars) for more information.

### Compensation Paid by Ariel for Client Referrals

While Ariel does not directly compensate any person who is not its supervised person for client referrals, Ariel indirectly compensates other persons under various arrangements discussed below.

Ariel pays the educational affiliates of investment consulting firms for Ariel employees' attendance at continuing education programs, conferences and regional workshops (collectively, "educational programs") designed specifically to educate executives on developments in the industry and key investment issues. These educational programs are widely utilized by asset management firms. Ariel's participation also enables Ariel employees to spend valuable time with clients, prospective clients and consultants and to update them on Ariel and its investment strategies. Although these investment consulting firms have informed Ariel that these conference payments to their respective educational affiliates play no role in the consultants' recommendations of Ariel and other investment managers to institutional clients, these payments nevertheless create potential conflicts of interest for the consulting firms.

Ariel, Ariel Distributors or the Funds pay brokers, dealers, financial intermediaries, recordkeepers and other service providers (collectively, "Intermediaries") for distribution, shareholder servicing and recordkeeping, and providing continuing support to the Funds' shareholders. Some Intermediaries receive:

- distribution and shareholder servicing fees from Ariel Distributors;
- fees from the Funds for providing recordkeeping and shareholder account services to investors who hold shares of the Funds through dealer-controlled omnibus accounts;

- other compensation, known as “revenue sharing,” paid by Ariel or Ariel Distributors;
- and fees to Intermediaries to exhibit at conferences, paid by Ariel or Ariel Distributors.

These payments create potential conflicts of interest for the Intermediaries in that their investment recommendations may be affected by the payments they receive. Further information is contained in the Funds’ statutory prospectus and statement of additional information. Investors also should consult with their financial intermediary regarding the details of payments their intermediaries may receive, if any, in connection with the sale of shares of the Funds.

## **Item 15 – Custody**

Ariel will not maintain custodial accounts for its clients’ assets. Each separate account client must appoint a custodian to take and have possession of its assets. A custodian will send account statements to its client. Many clients also receive account statements directly from Ariel and, in such event, are encouraged to compare the statements received from Ariel with the statements received from the custodian.

Although Ariel does not maintain custodial accounts for clients, Ariel is deemed to have custody of some clients’ assets because: (i) some separate account clients instruct their custodians to debit the client’s account for Ariel’s advisory fees each quarter and (ii) Ariel serves as managing member to a private fund (with an inception date of April 1, 2017). An independent public accountant will audit the private fund annually, and distribute audited financial statements to all investors within 120 days of the private fund’s fiscal year end.

A client investing in the global strategies should be aware that the custodian it appoints will use sub-custodians (some or all of which may be affiliates of the custodian) to hold the client’s assets in the jurisdictions in which Ariel invests. It is the exclusive responsibility of the custodian, and not Ariel, to select and monitor the activities of the sub-custodians. A clients’ custodian may limit trading to certain countries, such that Ariel may not be able to trade for that client account in certain countries in which its strategy invests. Unless otherwise directed by the client, Ariel will place all foreign exchange transactions in the account at such rates and with such counterparties as Ariel shall select.

## **Item 16 – Investment Discretion**

Ariel exercises investment discretionary authority over its client accounts. See Item 4 for the amount of discretionary assets under management. Ariel assumes authority over an account by executing an investment management agreement with a client.

In order to fully exercise its authority, clients will appoint Ariel as their agent and attorney-in-fact with full power and authority to act, but only to the extent necessary in regard to the investment and management of the assets of the account in accordance with the agreement between the parties. As necessary,

this includes the authority to execute agreements and/or adhere to industry protocols for investments including, but not limited to, futures, options, swaps, forward contracts and repurchase agreements relating to the investment and management of the assets of client accounts.

Certain clients, or their custodians, impose investment restrictions contrary, or in addition, to the general investment restrictions discussed in Item 8 above.

Some clients otherwise limit Ariel's authority by requiring pre-investment approval, directing brokerage, or setting the cash level of the account. Clients who impose investment restrictions or other limitations on investment discretion should be aware that this may have an adverse effect on the performance of their accounts and that the performance of their accounts will differ from the model portfolios.

## **Item 17 – Voting Client Securities**

Ariel has established Proxy Voting Policies and Procedures (the "Proxy Policies") concerning proxies voted by Ariel on behalf of each client who delegates proxy voting authority to Ariel and delivers the proxies to Ariel. A client may retain proxy voting powers, give particular proxy voting instructions to Ariel, or have a third-party fiduciary vote proxies. Ariel's Proxy Policies are subject to change as necessary to remain current with applicable rules and regulations and our internal policies and procedures.

### Ariel's Domestic Strategies

As part of our domestic strategies' investment process, Ariel places emphasis on a company's management, its board and its activities. Ariel looks for companies with high quality management teams, as represented by their individual industry experience and their reputations within the community. Furthermore, Ariel strives to invest with management teams who show integrity, candor, and foster open and honest communication with their shareholders. Accordingly, Ariel believes that the recommendation of a company's management on any issue should be given considerable weight in determining how a proxy voting resolution is resolved. As a result, it is generally Ariel's policy to vote in accordance with management.

Ariel has established general guidelines for voting clients' proxies. While these generally guide Ariel's decision-making, all issues are analyzed by the Ariel analyst who follows the company as well as Ariel's Director of Research Operations. As a result, there may be cases in which particular circumstances lead Ariel to vote an individual proxy differently than otherwise stated within Ariel's general proxy voting guidelines. In such cases, Ariel will document its reasoning.

Potential conflicts of interest arise when Ariel votes proxies of issuers that have or are seeking a material relationship with Ariel. For example, Ariel manages retirement plan assets and corporate assets for issuers whose securities are held by Ariel's clients for whom Ariel votes proxies. Ariel also votes proxies of issuers that distribute Ariel's Funds or that otherwise have a material business

relationship with Ariel. Ariel mitigates these and other potential conflicts of interest that arise by following, among other things, a disciplined investment strategy and proxy voting procedures designed to detect and resolve potential conflicts of interest in the proxy voting process and to cast votes that are in the best interests of clients and not a product of a conflict.

If it is determined that a material conflict of interest may exist, such as a business relationship with a portfolio company, it is Ariel's policy to generally vote in accordance with the recommendations of Institutional Shareholder Services, Inc. ("ISS"). If, in a conflict situation, Ariel decides to vote differently than ISS, the proxy will be referred to Ariel's Domestic Proxy Resolution Committee, which is charged with determining whether the decision to vote differently than ISS is in the best interests of Ariel's clients and is not the product of a conflict.

#### Ariel's Global Strategies

With respect to our global strategies (which include U.S. securities), it is generally our policy to vote in accordance with ISS's voting recommendations. If Ariel decides to vote differently than ISS, the proxy will be referred to Ariel's International/Global Proxy Resolution Committee, which is charged with determining whether the decision to vote differently than ISS is in the best interests of Ariel's clients and not the result of a conflict in those instances where a conflict has been identified.

#### Voting Limitations

Ariel generally will not vote its clients' proxies in the following circumstances:

- For securities Ariel did not acquire for a client's account (e.g., if a new client transferred securities to Ariel and Ariel has not yet sold the securities through the account transition process).
- In those instances where Ariel receives a meeting notice without enough time to fully process the proxy.
- For those Ariel clients who engage in securities lending programs through their custodians, and the security is on loan at the record date.
- In those international markets where share blocking applies.
- In those international markets requiring the re-registration of the clients' shares in the underlying clients' names unless the sub-custodian is able to timely re-register the shares.
- In those international markets requiring the client's execution of a power of attorney to permit the sub-custodian to vote the proxy, unless the client has provided the requisite power of attorney to the local sub-custodian.

For those proxy votes in which Ariel's clients held shares on the record date, but no longer held shares on the voting recommendation date, it is generally Ariel's policy to vote in accordance with ISS's recommendation.

Ariel may be required to vote shares in securities of regulated companies (such as banks) in conformance with conditions specified by the industry's regulator.

Additionally, the issuer of a security may impose limitations upon Ariel's ability to vote proxies for its clients. In these circumstances, Ariel will refrain from voting some or all of clients' shares.

For each proxy, Ariel maintains records as required by applicable law. Proxy voting information will be provided to clients in accordance with their agreement with us or upon request. A client may request a copy of Ariel's Proxy Voting Policies and Procedures, or a copy of the specific voting record for their account, by calling Ariel at (800) 725-0140, or writing to Ariel Investments, LLC at 200 East Randolph Street, Suite 2900, Chicago, IL 60601.

## **Item 18 – Financial Information**

Ariel does not require prepayment of client fees six months or more in advance and is, therefore, not required to include a balance sheet. In addition, Ariel does not have any financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients, nor has it been the subject of a bankruptcy proceeding.

## **Item 19 – Additional Information**

### Education and Business Backgrounds of Officers Listed in Part 1

Mellody Hobson – Age 48 – President. Ms. Hobson joined Ariel in 1991. She held the position of Senior Vice President, Director of Marketing from 1994 until being named President in 2000. Ms. Hobson also serves as a Director of Ariel Holdings, as Chairman of the Trust's Board of Trustees and as Vice President of Ariel Distributors. Ms. Hobson earned an AB from the Woodrow Wilson School of International Relations and Public Policy at Princeton University.

Merrilyn J. Kosier – Age 58 – Executive Vice President and Chief Marketing Officer, Mutual Funds. Ms. Kosier also serves as a Trustee of the Trust and Manager (Chair) and President of Ariel Distributors. She joined Ariel in 1999. Prior to joining Ariel in 1999, she served as a senior executive at the Acorn family of funds and Kemper Financial Services. Ms. Kosier earned a BBA in Marketing from Andrews University and an MBA from Loyola University.

Mareilé B. Cusack – Age 59 – Senior Vice President, General Counsel. Ms. Cusack joined Ariel in 2007 as Vice President, Assistant General Counsel and was named General Counsel in October 2008. She also serves as Vice President, Anti-Money Laundering Officer and Secretary of the Trust and as Vice President, General Counsel, Secretary and Anti-Money Laundering Compliance Officer of Ariel Distributors. Previously, she was Associate General Counsel and Chief Enforcement Counsel at the Chicago Stock Exchange, Chief Legal Counsel for the Illinois Gaming Board, and an attorney at the U.S. Securities and Exchange Commission's Chicago Regional Office, departing as Branch Chief. Ms. Cusack earned a BA in European History and Economics from the University of Pennsylvania and a JD from the University of Virginia.

Wendy D. Fox – Age 55 – Senior Vice President, Chief Compliance Officer. Ms. Fox joined Ariel in 2004. She also serves as Chief Compliance Officer and Vice President of the Trust and as Chief Compliance Officer and Vice President of Ariel Distributors. Prior to joining Ariel, Ms. Fox worked as an attorney for the U.S. Securities and Exchange Commission’s Chicago Regional Office. Ms. Fox earned a BA in English Literature from the University of Michigan and a JD from Washington University School of Law.

Maureen Longoria, CPA<sup>4</sup> – Age 39 – Senior Vice President, Chief Financial Officer and Treasurer. She also serves as Manager, Vice President, and Treasurer of Ariel Distributors. Before being named CFO in November 2012, Ms. Longoria held the position of Controller and, prior to September 2010, Director of Financial Planning and Analysis. Prior to joining the firm in 2005, Ms. Longoria worked in the audit group of CBIZ/Mayer Hoffman McCann P.C., an independent certified public accounting firm. She graduated with a BS in accountancy from the University of Illinois at Urbana-Champaign.

#### Anti-Money Laundering Program

Ariel has implemented an anti-money laundering program to prevent the funding of terrorism and money laundering activities. Through an unaffiliated third-party service, Ariel checks existing and prospective clients against lists, including the Department of the Treasury’s Office of Foreign Assets Control (“OFAC”) list, to determine whether they appear on such lists. Ariel requests certain information and documentation from clients in order to confirm the clients’ identities, beneficial owners, and authorized representatives. Depending on the circumstances, applicable law, rules or regulations may require or allow Ariel to provide certain information (e.g., currency transaction reports or suspicious activity reports) to governmental agencies, and may prevent Ariel from disclosing its actions to its clients and prospective clients.

#### Privacy Notice

Ariel’s most important asset is its relationship to clients. Ariel’s entire staff is dedicated to serving its clients. Ariel strives to maintain clients’ trust and confidence, and it is Ariel’s policy not to share clients’ personal information with anyone unless it is for one of the following reasons:

- at a client’s direction;
- to provide a client with service or information about Ariel’s services;
- to maintain Ariel’s high standards of performance and compliance; or
- as required by law.

Clients, upon opening an account and on an as needed basis, submit to Ariel a variety of personal data, including address, telephone number and certain tax

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<sup>4</sup>*Minimum Qualifications for Professional Designation:* Illinois Registered CPAs must obtain a minimum of certain educational requirements, including completion of a minimum number of semester hours of credit that have an accounting concentration that are deemed acceptable by the Illinois Board of Examiners. In addition, Illinois CPAs must pass all parts of the Uniform CPA exam and the AICPA professional ethics exam. For more information, visit the Illinois Board of Examiners’ web site, [www.ilboe.org](http://www.ilboe.org).

and financial information. Ariel generates reports to service client accounts such as account statements, and Ariel receives reports regarding client accounts, such as confirmations from securities firms.

In order to provide quality service when placing orders or executing transactions, Ariel discloses information to others on a limited basis. These entities include custodians and securities firms. Ariel also provides information to companies that perform necessary services to properly support Ariel's business, such as maintenance of computer systems and global trading operations, and to accountants and attorneys who help Ariel assess and maintain performance and compliance standards. To protect and properly maintain this information, Ariel has established procedures and personnel practices that are designed to ensure confidentiality and protect our clients' records. Ariel requires third parties to whom Ariel provides personally identifiable information to furnish assurances that they in turn protect the privacy of this information. Ariel has established a vendor oversight policy, under which Ariel conducts due diligence reviews of those vendors to whom Ariel provides access to, or disclosure of, certain confidential information, including client non-public personal information, non-public portfolio holdings, and information on Ariel's computer network. A former client's information is protected to the same extent as that of a current client.

#### Business Continuity; Cybersecurity

Ariel has implemented a business continuity plan that provides for meeting the goal of recovering the critical and important business functions of Ariel, Ariel Distributors, Ariel Investment Trust and Ariel Holdings in the event of a significant business disruption including, but not limited to, a disaster that affects Ariel offices, equipment or system failures, or unexpected loss of a service provider or key personnel. Critical business functions include: employee communication with each other and with clients; managing and trading client investment portfolios; performing investment research and analysis; accessing key network-based systems and files; and regulatory reporting. Depending on the nature and severity of the business disruption, Ariel's critical and internet-based business applications will be made available within the first four (4) hours following a business disruption.

**Operational Risk.** Ariel and its service providers may be negatively impacted due to operational risks arising from, among other problems, systems and technology disruptions or failures, or cyber incidents. The occurrence of any of these problems could result in a loss of information, regulatory scrutiny, reputational damage and other consequences, any of which could have a material adverse effect on Ariel and its clients. Ariel, through its monitoring and oversight of third-party service providers, endeavors to determine that service providers take appropriate precautions to avoid and mitigate risks that could lead to such problems. However, it is not possible for Ariel or its service providers to identify all of the operational risks that may affect clients or to develop processes and controls to completely eliminate or mitigate their occurrence or effects.

**Cybersecurity Risk.** With the increased use of technologies such as the Internet to conduct business, Ariel is susceptible to operational, information security and related risks. In general, cyber incidents can result from deliberate attacks or unintentional events.

Cyber attacks include, but are not limited to, gaining unauthorized access to digital systems (e.g., through “hacking” or malicious software coding) for purposes of misappropriating assets or sensitive information, corrupting data, or causing operational disruption. Cyber attacks may also be carried out in a manner that does not require gaining unauthorized access, such as causing denial-of-service attacks on websites (i.e., efforts to make network services unavailable to intended users).

Cyber incidents affecting Ariel or its service providers have the ability to cause disruptions and impact business operations, potentially resulting in financial losses, interference with impediments to trading, the inability to transact business, violations of applicable privacy and other laws, regulatory fines, penalties, reputational damage, reimbursement or other compensation costs, or additional compliance costs. Similar adverse consequences could result from cyber incidents affecting issuers of securities in which a portfolio invests, counterparties with which Ariel engages in transactions, governmental and other regulatory authorities, exchange and other financial market operators, banks, brokers, dealers, insurance companies and other financial institutions (including financial intermediaries and service providers for Ariel’s clients) and other parties. In addition, substantial costs may be incurred in order to prevent any cyber incidents in the future.

Ariel maintains a cybersecurity incident response plan managed by the cybersecurity incident response team (“CIRT”). The CIRT’s role is to prevent a serious loss of information, information assets, property, and customer confidence by providing an immediate, effective and informed response to any event involving the Ariel entities’ information systems, networks or workplace. The CIRT is chaired by an Ariel Information Technology (“IT”) Senior Vice President. CIRT members include, in addition to IT representatives, representatives from Ariel’s legal, compliance, human capital, finance, operations, marketing and public relations departments. The work of CIRT may overlap with the business continuity plan in the event the security incident leads to, among other things, a loss of use of a key system.

While Ariel and its critical service providers have established business continuity plans in the event of, and risk management systems to prevent, such cyber incidents, there are inherent limitations in such plans and systems including the possibility that certain risks have not been identified. Furthermore, Ariel cannot control the cybersecurity plans and systems put in place by its service providers or any other third parties whose operations may affect Ariel or its clients. Ariel and its clients could be negatively impacted as a result.

### Class Action Lawsuits

From time to time, Ariel receives notification of class action lawsuits wherein its clients may have a claim of monetary relief. Although Ariel does not actively seek out such notifications, Ariel sometimes receives paperwork for making claims in such lawsuits' settlements. Ariel will notify its existing clients regarding the existence of lawsuits when all the following criteria have been met:

- Ariel receives notification of the class action lawsuit;
- the class has been certified;
- a monetary settlement has been reached in the lawsuit and approved by the Court; and
- the settlement involves an existing client of Ariel.

In these cases, Ariel will notify the appropriate party representing the client. Ariel does not provide legal advice or file claims on behalf of its clients.

### Global Investment Performance Standards

Ariel claims compliance with the Global Investment Performance Standards ("GIPS®"). For the purpose of GIPS compliance, the firm is defined as Ariel Investments, LLC, a Delaware limited liability company and federally registered investment adviser regulated by the U.S. Securities and Exchange Commission. Ariel is headquartered in Chicago, Illinois, and has offices in New York, New York, and Sydney, NSW, Australia. Ariel offers investment strategies that seek long-term capital appreciation by investing primarily in equity securities. Ariel utilizes a bottom-up, fundamental analysis to select quality company stocks. Taking a long-term view and applying independent thinking to investment decisions, Ariel spans the market cap spectrum from micro to large and covers the globe with international and global offerings. Compliant presentations and a list of composite descriptions and are available upon request by calling (800) 725-0140 or writing to Ariel Investments, LLC at 200 East Randolph Street, Suite 2900, Chicago, IL 60601.

### ERISA Section 408(b)(2) Disclosure – Guide to Services and Compensation

This section will guide Employee Retirement Income Security Act of 1974 ("ERISA") Plan ("ERISA Plan" or "Plan") clients through important information to consider in connection with the investment management services Ariel provides to ERISA Plan clients, including: an overview of investment management services and the fees and other compensation charged for, or otherwise related to, such services. This information is intended to comply with the disclosure requirements of regulations under ERISA Section 408(b)(2), and should be read in conjunction with the Plan's client agreement with Ariel, this brochure, and any other documents Ariel may provide from time to time. Any questions concerning these disclosures or the information provided concerning our services or compensation should be directed to Roopa P. Weber, Senior Vice President, at (312) 726-0140 or [rweber@arielinvestments.com](mailto:rweber@arielinvestments.com).

## **Description of Services**

Ariel provides discretionary investment advisory services to the ERISA Plan as an investment manager. Ariel manages the assets in accordance with the investment strategy selected by the ERISA Plan pursuant to the client agreement. For more information relating to services to the ERISA Plan, please refer to the Plan's client agreement with Ariel and Item 4 of this brochure.

## **Service Provider's Status**

In providing discretionary investment advisory services to the ERISA Plan, Ariel acts as a fiduciary under ERISA and as an SEC registered investment adviser, all as specified in the client agreement.

## **Compensation**

*Direct Compensation* – Direct compensation means payments reasonably expected to be made directly by the Plan for services rendered to the Plan to the provider of those services, an affiliate, or subcontractor. Ariel bills its ERISA Plan clients directly or otherwise according to each Plan client's specific direction in accordance with the fee schedule located in the client agreement. Some Plan clients direct Ariel to provide billing statements to their custodian and further direct the custodian to pay Ariel's fees from the Plan assets held in the account. Those Plan clients that do so, and also elect to receive a copy of Ariel's statements, are encouraged to compare any statements received from Ariel with the statements received from the custodian. Generally, Ariel's annual asset-based fee is billed to Plan clients on a quarterly basis, following the end of the quarter for which services were rendered. Ariel calculates the quarterly fee by applying the applicable fee schedule to the fair market value of the assets of the Plan account. For more information, please see Item 5 of this brochure.

*Indirect Compensation* – Indirect compensation means compensation reasonably expected to be received in connection with the provision of services from sources other than directly from the Plan or plan sponsor. Ariel receives indirect compensation in connection with its provision of investment advisory services to the ERISA Plan in the form of soft dollars and gifts and entertainment, all as follows:

- Soft Dollars – Ariel acquires research products and services in connection with brokerage transactions entered into on the ERISA Plan's behalf. The research products and services Ariel receives include both proprietary research (in which the research products or services are prepared by the broker providing them) and third-party research (in which the broker pays for the research products or services prepared by third parties). Ariel becomes eligible to receive proprietary and third-party research products by allocating client trades to those brokers who agree to both execute such trades and provide Ariel with such proprietary or third-party research products and services. The commissions paid by the ERISA Plan to a proprietary research or third-party research broker include the cost of executing transactions for the ERISA Plan as well as the cost of providing research products and services to Ariel.

- The types of proprietary research and services Ariel receives include: tangible research products (such as research reports and publications); access to management; and invitations to analyst conferences. With respect to proprietary research brokers, Ariel is unable to unbundle the total commissions because there is insufficient information to determine what portion of the total commissions paid is for research products and services received from each broker.
- With respect to third-party research brokers, Ariel has arrangements with certain brokers who, in addition to execution services, agree to pay for research products and services provided by third parties at an identifiable cost in exchange for commissions generated via client transactions. The types of third-party research that Ariel receives include research reports, supplemental performance reports, statistical analyses, and software and computer programs used for research and portfolio analysis. For these arrangements, Ariel agrees with the broker on a conversion ratio that determines the percentage of commissions directed to the broker to pay for the third-party research. Although Ariel knows the total amount of commissions that it has directed to these third-party research brokers, Ariel does not have details on specific transactions and related commissions by the brokers to pay the third-party research providers or when such payments were made. Nevertheless, Ariel estimates, based on the total value of third-party research received during the last calendar year, as a percentage of total assets under management, that it generally receives less than 0.01% of asset under management in third-party research benefits. Over the past calendar year Ariel had soft dollar arrangements with four brokers to receive third-party research. As a general matter, Adviser estimates that for last calendar year when using a broker that provides soft dollar credits for the acquisition of third-party research, approximately 20% of the commission cost was allocated to pay for execution services, with the remaining 80% allocated to pay for the third-party research.

For more information regarding the above, please see Item 12 and Ariel's Form 5500 Schedule disclosure document. Upon request, Ariel will provide the ERISA Plan with quarterly broker commission reports identifying the allocation and costs of the ERISA Plan's brokerage.

- Gifts and entertainment – From time to time, third-party vendors (such as brokers and service providers) provide Ariel and its personnel with non-monetary gifts and gratuities, such as promotional items, meals and access to certain industry related conferences (collectively, "gifts"). Ariel has implemented policies and procedures intended to identify, quantify and track these gifts. Given Ariel's stringent gift reporting policy and requirements, Ariel does not reasonably expect that any gift would exceed

the de minimis thresholds set forth in ERISA regulations with respect to the ERISA Plan.

#### **Compensation for Termination of the ERISA Plan Account**

The fees to be paid by the ERISA Plan upon termination are described in the client agreement. Ariel's client agreements typically provide for termination effective 30 days after written notice by the client or Ariel. In the event of termination, the fees to be paid by the ERISA Plan to Ariel are fees earned through the effective date of termination.

#### Maintenance of the Indicia of Ownership within the United States for ERISA Plans

Under Section 404(b) of ERISA, a fiduciary is obligated to maintain the indicia of ownership of the assets of an ERISA Plan within the jurisdiction of the district courts of the United States. Ariel will cause the indicia of ownership of ERISA Plan assets to be maintained in compliance with ERISA Section 404(b).

Regulations issued by the Department of Labor under ERISA Section 404 allow the indicia of ownership of assets consisting of securities issued by foreign entities and foreign currencies to be maintained outside the U.S. if certain conditions are met. The indicia of ERISA Plans' ownership of foreign currency and interests in those vehicles that are foreign entities will, if held outside the U.S., be maintained in compliance with those conditions.

#### Important Information for Non-U.S. Investors

Ariel is currently offering one or more of its strategies through separately managed accounts to institutional investors in certain other regions outside the U.S. Ariel Investments, LLC ("Ariel"), a Delaware limited liability company, is a money management firm headquartered in Chicago, Illinois with offices in New York, New York, and Sydney, NSW, Australia. Ariel is regulated by the U.S. Securities and Exchange Commission under U.S. laws, which differ from the laws of other countries. Ariel is not currently licensed or registered in any other country, and Ariel intends to limit its activities to remain exempt from any requirements to register or obtain a license in other countries. Outside the U.S., this brochure is meant only for the addressee to whom it was directly delivered. It should not be further distributed. Additional country-specific disclosures are shown below.

**Australia Investors.** Ariel (Australian Registered Body Number ("ARBN") 605 418 120) is exempt from the requirement to hold an Australian Financial Services licence.

**Canada Investors.** Ariel relies on the international adviser exemption in Canada pursuant to Section 8.26 of National Instrument 31-103. Currently, Ariel serves clients in Ontario and has filed Form 31-103F2 with the Ontario Securities Commission.

**Japan Investors.** Ariel is not registered as an Investment Business Operator and may not enter into a discretionary investment management agreement with any customers. The term "customers" does not refer to licensed investment management operators and trust banks.

**Korea Investors.** Ariel is currently not licensed under the Financial Investment Services and Capital Markets Act of Korea as a cross-border discretionary investment management company.

**New Zealand Investors.** The separately managed account products managed by Ariel are available only to wholesale investors within the meaning of the Financial Markets Conduct Act 2013. This includes:

- Selected institutional clients whose primary business is the investment of money, or
- Persons who meet the prescribed investment activity criteria or who exceed certain prescribed asset and turnover thresholds, or
- A person who has completed a prescribed certificate attesting as to their experience in buying or selling investment products.

This is not a product disclosure statement under New Zealand Law and does not constitute a regulated offer under the Financial Markets Conduct Act 2013.

**Oman Investors.** This material neither constitutes a public offer of securities in the Sultanate of Oman as contemplated by the Commercial Companies Law of Oman (Royal Decree 4/74) or the Capital Market Law of Oman (Royal Decree 80/98), nor does it constitute an offer to sell, or the solicitation of any offer to buy Non-Omani securities in the Sultanate of Oman as contemplated by Article 139 of the Executive Regulations to the Capital Market Law (issued vide CMA Decision 1/2009). Additionally, this material is not intended to lead to the conclusion of any contract of whatsoever nature within the territory of the Sultanate of Oman.

**Saudi Arabia Investors.** Neither this material nor any investment interest in the separate account have been approved, disapproved or passed on in any way by the Capital Market Authority or any other governmental authority in the Kingdom of Saudi Arabia, nor has the separate account received authorisation or licensing from the Capital Market Authority or any other governmental authority in the Kingdom of Saudi Arabia to market or sell the investment interests in the separate account within the Kingdom of Saudi Arabia. This material does not constitute and may not be used for the purpose of an offer or invitation. No services relating to the separate account, including the receipt of applications and the allotment or redemption of investment interests, may be rendered by the separate account or its investment adviser within the Kingdom of Saudi Arabia.

**Singapore Investors.** Ariel is not authorized or recognized by the Monetary Authority of Singapore and is not authorized to conduct business with the retail public. Any written materials provided by Ariel do not constitute a prospectus. Ariel is not currently licensed to enter into contracts with investors in Singapore.

**Taiwan Investors.** Ariel is not currently licensed in Taiwan.

**United Kingdom Investors.** Ariel does not carry on discretionary management activities in the United Kingdom. It is not authorised or regulated to conduct

investment business in the United Kingdom, and its services will not be covered by the UK Financial Services Compensation Scheme or UK Financial Ombudsman Scheme.

**FORM ADV  
Part 2B**

**Item 1 – Cover Page**

**Supervised Person: John W. Rogers, Jr.**

**Ariel Investments, LLC**  
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Chicago, Illinois 60601  
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Toll-free 800.725.0140  
FAX 312.726.7473  
[www.arielinvestments.com](http://www.arielinvestments.com)

Date: March 28, 2018

**This brochure supplement provides information about John W. Rogers, Jr. that supplements Ariel Investment, LLC's brochure. You should have received a copy of that brochure. Please contact us at 312.726.0140 if you did not receive the firm's brochure or if you have any questions about the contents of this supplement.**

## **Item 2 – Educational Background and Business Experience**

John W. Rogers, Jr. – Age 59 – Chairman, Chief Executive Officer, Chief Investment Officer, Lead Portfolio Manager for Ariel Fund and Co-Portfolio Manager for Ariel’s small-cap, small/mid-cap and mid cap products and Ariel Appreciation Fund. As he has since its inception, Mr. Rogers makes the final investment decisions for Ariel’s flagship fund, Ariel Fund. Mr. Rogers also serves as Chairman of the Board of Directors of Ariel Capital Management Holdings, Inc., Ariel’s parent company, and as a Trustee of the Ariel Investment Trust. Mr. Rogers earned an AB in Economics from Princeton University.

## **Item 3 – Disciplinary Information**

There is no disciplinary information to disclose about Mr. Rogers.

## **Item 4 – Other Business Activities**

Mr. Rogers is not actively engaged in any other business activities.

## **Item 5 – Additional Compensation**

No one who is not a client provides an economic benefit to Mr. Rogers for providing advisory services.

## **Item 6 – Supervision**

Ariel monitors advice provided by each of its supervised persons by a system of supervisory controls designed to ensure compliance with Federal securities laws. All supervisors are required to report material compliance violations directly to Ariel’s Chief Compliance Officer. Ariel’s Chief Compliance Officer handles all compliance violations, or evidence of compliance violations, on an individual basis. Ariel provides appropriate continuing education to its supervised persons on compliance matters that are appropriate under the circumstances.

As founder, Chairman and CEO, Mr. Rogers does not report to a supervisor.

**FORM ADV  
Part 2B**

**Item 1 – Cover Page**

**Supervised Person: Charles K. Bobrinskoy**

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Date: March 28, 2018

This brochure supplement provides information about Charles K. Bobrinskoy that supplements Ariel Investment, LLC's brochure. You should have received a copy of that brochure. Please contact us at 312.726.0140 if you did not receive the firm's brochure or if you have any questions about the contents of this supplement.

## **Item 2 – Educational Background and Business Experience**

Charles K. Bobrinskoy – Age 58 – Vice Chairman, Head of Investment Group and Portfolio Manager for Ariel's focused value product and Ariel Focus Fund. Mr. Bobrinskoy joined Ariel in 2004. He is a Director of Ariel Capital Management Holdings, Inc., Ariel's parent company. Mr. Bobrinskoy earned an AB in Economics from Duke University and an MBA from the University of Chicago.

## **Item 3 – Disciplinary Information**

There is no disciplinary information to disclose about Mr. Bobrinskoy.

## **Item 4 – Other Business Activities**

Mr. Bobrinskoy is not actively engaged in any other business activities.

## **Item 5 – Additional Compensation**

No one who is not a client provides an economic benefit to Mr. Bobrinskoy for providing advisory services.

## **Item 6 – Supervision**

Ariel monitors advice provided by each of its supervised persons by a system of supervisory controls designed to ensure compliance with Federal securities laws. All supervisors are required to report material compliance violations directly to Ariel's Chief Compliance Officer. Ariel's Chief Compliance Officer handles all compliance violations, or evidence of compliance violations, on an individual basis. Ariel provides appropriate continuing education to its supervised persons on compliance matters that are appropriate under the circumstances.

Supervisor:

John W. Rogers, Jr., Chairman and Chief Executive Officer  
312.726.0140

**FORM ADV  
Part 2B**

**Item 1 – Cover Page**

**Supervised Person: Rupal J. Bhansali**

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New York, New York 10017

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Date: March 28, 2018

**This brochure supplement provides information about Rupal J. Bhansali that supplements Ariel Investment, LLC's brochure. You should have received a copy of that brochure. Please contact us at 312.726.0140 if you did not receive the firm's brochure or if you have any questions about the contents of this supplement.**

## **Item 2 – Educational Background and Business Experience**

Rupal J. Bhansali – Age 50 – Executive Vice President, and Chief Investment Officer, International & Global Equities. Ms. Bhansali joined Ariel in October 2011. She is portfolio manager for Ariel's global products, Ariel International Fund, and Ariel Global Fund. She oversees the entire research effort for these offerings. She joined Ariel after spending 10 years with MacKay Shields, where she was senior managing director, portfolio manager and head of international equities. She earned a Bachelor of Commerce in accounting & finance and a Master of Commerce in international finance and banking from the University of Mumbai as well as an MBA in finance from the University of Rochester where she was a Rotary Foundation Scholar.

## **Item 3 – Disciplinary Information**

There is no disciplinary information to disclose about Ms. Bhansali.

## **Item 4 – Other Business Activities**

Ms. Bhansali is not actively engaged in any other business activities.

## **Item 5 – Additional Compensation**

No one who is not a client provides an economic benefit to Ms. Bhansali for providing advisory services.

## **Item 6 – Supervision**

Ariel monitors advice provided by each of its supervised persons by a system of supervisory controls designed to ensure compliance with Federal securities laws. All supervisors are required to report material compliance violations directly to Ariel's Chief Compliance Officer. Ariel's Chief Compliance Officer handles all compliance violations, or evidence of compliance violations, on an individual basis. Ariel provides appropriate continuing education to its supervised persons on compliance matters that are appropriate under the circumstances.

Supervisor:

John W. Rogers, Jr., Chairman and Chief Executive Officer  
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**FORM ADV  
Part 2B**

**Item 1 – Cover Page**

**Supervised Person: David M. Maley**

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Date: March 28, 2018

**This brochure supplement provides information about David M. Maley that supplements Ariel Investment, LLC's brochure. You should have received a copy of that brochure. Please contact us at 312.726.0140 if you did not receive the firm's brochure or if you have any questions about the contents of this supplement.**

## **Item 2 – Educational Background and Business Experience**

David M. Maley – Age 57 – Senior Vice President of Research and Lead Portfolio Manager for Ariel's micro-cap and small cap deep value products and Ariel Discovery Fund. Mr. Maley joined Ariel in April 2009. He makes the final investment decisions for Ariel's micro-cap and small cap deep value products and Ariel Discovery Fund. Additionally, he manages the firm's domestic trading team and chairs Ariel's trading oversight committee. He earned a BBA in finance with high honors from the University of Notre Dame and an MBA from the University of Chicago.

## **Item 3 – Disciplinary Information**

There is no disciplinary information to disclose about Mr. Maley.

## **Item 4 – Other Business Activities**

Mr. Maley is not actively engaged in any other business activities.

## **Item 5 – Additional Compensation**

No one who is not a client provides an economic benefit to Mr. Maley for providing advisory services.

## **Item 6 – Supervision**

Ariel monitors advice provided by each of its supervised persons by a system of supervisory controls designed to ensure compliance with Federal securities laws. All supervisors are required to report material compliance violations directly to Ariel's Chief Compliance Officer. Ariel's Chief Compliance Officer handles all compliance violations, or evidence of compliance violations, on an individual basis. Ariel provides appropriate continuing education to its supervised persons on compliance matters that are appropriate under the circumstances.

Supervisor:

John W. Rogers, Jr., Chairman and Chief Executive Officer  
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**FORM ADV  
Part 2B**

**Item 1 – Cover Page**

**Supervised Person: Timothy Fidler**

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Date: March 28, 2018

**This brochure supplement provides information about Timothy Fidler that supplements Ariel Investment, LLC's brochure. You should have received a copy of that brochure. Please contact us at 312.726.0140 if you did not receive the firm's brochure or if you have any questions about the contents of this supplement.**

## **Item 2 – Educational Background and Business Experience**

Timothy Fidler, CFA® – Age 47 – Senior Vice President, Director of Research, Co-Portfolio Manager for Ariel's mid-cap product and Ariel Appreciation Fund. He is also responsible for the firm's proprietary research in the financial services industry. Mr. Fidler joined Ariel in 1999. He graduated Phi Beta Kappa from Northwestern University with a BA with honors in Economics and earned his MBA with high honors from the University of Chicago.

### ***Minimum Qualifications for Professional Designation***

The Chartered Financial Analyst (CFA) charter is a professional designation established in 1962 and awarded by CFA Institute. To earn the CFA charter, candidates must: (i) pass the CFA Program exams for Levels I, II, and III; (ii) have four years of qualified work experience in investment decision making; and (iii) become a regular member of CFA Institute. For more information, visit the CFA Institute's web site, [www.cfainstitute.org](http://www.cfainstitute.org).

## **Item 3 – Disciplinary Information**

There is no disciplinary information to disclose about Mr. Fidler.

## **Item 4 – Other Business Activities**

Mr. Fidler is not actively engaged in any other business activities.

## **Item 5 – Additional Compensation**

No one who is not a client provides an economic benefit to Mr. Fidler for providing advisory services.

## **Item 6 – Supervision**

Ariel monitors advice provided by each of its supervised persons by a system of supervisory controls designed to ensure compliance with Federal securities laws. All supervisors are required to report material compliance violations directly to Ariel's Chief Compliance Officer. Ariel's Chief Compliance Officer handles all compliance violations, or evidence of compliance violations, on an individual basis. Ariel provides appropriate continuing education to its supervised persons on compliance matters that are appropriate under the circumstances.

Supervisor:

John W. Rogers, Jr., Chairman and Chief Executive Officer  
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**FORM ADV  
Part 2B**

**Item 1 – Cover Page**

**Supervised Person: John P. Miller**

**Ariel Investments, LLC**  
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Date: March 28, 2018

**This brochure supplement provides information about John P. Miller that supplements Ariel Investment, LLC's brochure. You should have received a copy of that brochure. Please contact us at 312.726.0140 if you did not receive the firm's brochure or if you have any questions about the contents of this supplement.**

## **Item 2 – Educational Background and Business Experience**

John P. Miller, CFA® – Age 52 – Senior Vice President of Research and Co-Portfolio Manager with John W. Rogers, Jr. for Ariel's small/mid-cap product and Portfolio Manager for Ariel Fund. Additionally, he oversees the firm's proprietary research in the asset management and media industries. Mr. Miller joined Ariel in 1989. He earned a Bachelor of business in management from Western Illinois University and an MBA from the University of Chicago.

### ***Minimum Qualifications for Professional Designation***

The Chartered Financial Analyst (CFA) charter is a professional designation established in 1962 and awarded by CFA Institute. To earn the CFA charter, candidates must: (i) pass the CFA Program exams for Levels I, II, and III; (ii) have four years of qualified work experience in investment decision making; and (iii) become a regular member of CFA Institute. For more information, visit the CFA Institute's web site, [www.cfainstitute.org](http://www.cfainstitute.org).

## **Item 3 – Disciplinary Information**

There is no disciplinary information to disclose about Mr. Miller.

## **Item 4 – Other Business Activities**

Mr. Miller is not actively engaged in any other business activities.

## **Item 5 – Additional Compensation**

No one who is not a client provides an economic benefit to Mr. Miller for providing advisory services.

## **Item 6 – Supervision**

Ariel monitors advice provided by each of its supervised persons by a system of supervisory controls designed to ensure compliance with Federal securities laws. All supervisors are required to report material compliance violations directly to Ariel's Chief Compliance Officer. Ariel's Chief Compliance Officer handles all compliance violations, or evidence of compliance violations, on an individual basis. Ariel provides appropriate continuing education to its supervised persons on compliance matters that are appropriate under the circumstances.

Supervisor:

Timothy Fidler, Senior Vice President, Director of Research  
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**FORM ADV  
Part 2B**

**Item 1 – Cover Page**

**Supervised Person: Kenneth E. Kuhrt**

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Date: March 28, 2018

**This brochure supplement provides information about Kenneth E. Kuhrt that supplements Ariel Investment, LLC's brochure. You should have received a copy of that brochure. Please contact us at 312.726.0140 if you did not receive the firm's brochure or if you have any questions about the contents of this supplement.**

## **Item 2 – Educational Background and Business Experience**

Kenneth E. Kuhrt, CPA – Age 42 – Senior Vice President of Research and Portfolio Manager. Mr. Kuhrt works with John W. Rogers, Jr. on stock selection as Co-Portfolio Manager for the small cap value product and as Portfolio Manager for Ariel Fund. As Portfolio Manager for our micro-cap and small cap deep value products and Ariel Discovery Fund, Mr. Kuhrt works with Lead Portfolio Manager David Maley on stock selection. Additionally, he serves as an industry specialist covering consumer services, industrial and energy-related companies. Mr. Kuhrt joined Ariel as a research analyst in 2004. He received a BS in accountancy from the University of Illinois at Urbana-Champaign and an MBA from the University of Chicago.

### ***Minimum Qualifications for Professional Designation***

Illinois Registered CPAs must obtain a minimum of certain educational requirements, including completion of a minimum number of semester hours of credit that have an accounting concentration that are deemed acceptable by the Illinois Board of Examiners. In addition, Illinois CPAs must pass all parts of the Uniform CPA exam and the AICPA professional ethics exam. For more information, visit the Illinois Board of Examiners' web site, [www.ilboe.org](http://www.ilboe.org).

## **Item 3 – Disciplinary Information**

There is no disciplinary information to disclose about Mr. Kuhrt.

## **Item 4 – Other Business Activities**

Mr. Kuhrt is not actively engaged in any other business activities.

## **Item 5 – Additional Compensation**

No one who is not a client provides an economic benefit to Mr. Kuhrt for providing advisory services.

## **Item 6 – Supervision**

Ariel monitors advice provided by each of its supervised persons by a system of supervisory controls designed to ensure compliance with Federal securities laws. All supervisors are required to report material compliance violations directly to Ariel's Chief Compliance Officer. Ariel's Chief Compliance Officer handles all compliance violations, or evidence of compliance violations, on an individual basis. Ariel provides appropriate continuing education to its supervised persons on compliance matters that are appropriate under the circumstances.

Supervisor:

Timothy Fidler, Senior Vice President, Director of Research  
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**FORM ADV  
Part 2B**

**Item 1 – Cover Page**

**Supervised Person: Sabrina Carollo**

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Date: March 28, 2018

**This brochure supplement provides information about Sabrina Carollo that supplements Ariel Investment, LLC's brochure. You should have received a copy of that brochure. Please contact us at 312.726.0140 if you did not receive the firm's brochure or if you have any questions about the contents of this supplement.**

## **Item 2 – Educational Background and Business Experience**

Sabrina Carollo, CFA® – Age 47 – Senior Vice President, Director of Research Operations. Ms. Carollo serves as a specialist in the health care and office supplies industries. She also oversees the research department's broker relationships, proxy process, commissions/soft dollar budget and restriction monitoring oversight. She joined Ariel in 2001. Ms. Carollo earned a BA in Accounting from Ball State University and an MBA in Healthcare Management from Loyola University.

### ***Minimum Qualifications for Professional Designation***

The Chartered Financial Analyst (CFA) charter is a professional designation established in 1962 and awarded by CFA Institute. To earn the CFA charter, candidates must: (i) pass the CFA Program exams for Levels I, II, and III; (ii) have four years of qualified work experience in investment decision making; and (iii) become a regular member of CFA Institute. For more information, visit the CFA Institute's web site, [www.cfainstitute.org](http://www.cfainstitute.org).

## **Item 3 – Disciplinary Information**

There is no disciplinary information to disclose about Ms. Carollo.

## **Item 4 – Other Business Activities**

Ms. Carollo is not actively engaged in any other business activities.

## **Item 5 – Additional Compensation**

No one who is not a client provides an economic benefit to Ms. Carollo for providing advisory services.

## **Item 6 – Supervision**

Ariel monitors advice provided by each of its supervised persons by a system of supervisory controls designed to ensure compliance with Federal securities laws. All supervisors are required to report material compliance violations directly to Ariel's Chief Compliance Officer. Ariel's Chief Compliance Officer handles all compliance violations, or evidence of compliance violations, on an individual basis. Ariel provides appropriate continuing education to its supervised persons on compliance matters that are appropriate under the circumstances.

Supervisor:

Timothy Fidler, Senior Vice President, Director of Research  
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