

---

---

# QUARTERLY REPORT

December 31, 2023

## FMI Common Stock Fund

Investor Class (Ticker Symbol: FMIMX)

Institutional Class (Ticker Symbol: FMIUX)

## FMI Large Cap Fund

Investor Class (Ticker Symbol: FMIHX)

Institutional Class (Ticker Symbol: FMIQX)

## FMI International Fund

Investor Class (Ticker Symbol: FMIIJX)

Institutional Class (Ticker Symbol: FMIYX)

## FMI International Fund II – Currency Unhedged

Investor Class (Not Available For Purchase)

Institutional Class (Ticker Symbol: FMIFX)



FMI Funds, Inc.

**Advised by Fiduciary Management, Inc.**

[www.fmifunds.com](http://www.fmifunds.com)

---

---

FMI Funds, Inc.  
TABLE OF CONTENTS

---

Shareholder Letter . . . . .	1
FMI Common Stock Fund	
Schedule of Investments . . . . .	9
FMI Large Cap Fund	
Schedule of Investments . . . . .	12
FMI International Fund	
Schedule of Investments . . . . .	15
Schedule of Forward Currency Contracts . . . . .	18
FMI International Fund II – Currency Unhedged	
Schedule of Investments . . . . .	19
Performance and Disclosure Information . . . . .	22

# FMI Funds, Inc.

## Shareholder Letter

(Unaudited)

December 31, 2023

Dear Fellow Shareholders:

2023 was a very strong year in global stock markets, with optimism being driven by falling inflation, tight labor markets, and a resilient consumer. Equities screamed higher in the fourth quarter (and particularly so in the U.S.), as the Federal Reserve's December pivot toward 2024 interest rate cuts reignited investors' risk appetite. That said, financial conditions have tightened substantially, while global growth has slowed and remains modest. Government deficits are high, debt service costs are on the rise, and global debt levels are hitting new records – a growing concern. Equity valuations are elevated in the U.S. Large Cap arena where the concentration of the S&P 500 Index ("S&P 500") is extraordinary, but are more reasonable elsewhere. The FMI portfolios continue to offer investors quality businesses trading at discount valuations, with solid management teams and balance sheets. We strive to deliver strong risk-adjusted returns with a focus on downside protection. When markets are driven by speculative behavior like we are seeing in some segments today, patience and prudence generally pay off.

The 2023 fourth quarter and full-year performance commentary is outlined below:

### **FMI Common Stock Fund: Performance**

In the fourth quarter, the FMI Common Stock Fund ("Common Stock Fund") increased 12.04%<sup>1</sup>, compared with 14.03% and 15.26% for the Russell 2000 Index ("Russell 2000") and Russell 2000 Value Index ("Russell 2000 Value"), respectively. Relative to the Russell 2000, our top performing sectors included Producer Manufacturing, Consumer Non-Durables, and Electronic Technology, while Retail Trade, Distribution Services, and Finance weighed. Top individual performers included Skechers U.S.A. Inc. – Class A, Robert Half Inc., and Simpson Manufacturing Co. Inc., while BJ's Wholesale Club Holdings Inc., Henry Schein Inc., and Genpact Ltd. underperformed.

For the calendar year, the Common Stock Fund advanced by 24.87%<sup>2</sup>, significantly outpacing the Russell 2000 and Russell 2000 Value, which gained 16.93% and 14.65%, respectively. Our underweight and outperformance in Finance in a year with a regional banking crisis was a notable differentiator. Our housing and construction materials exposure, which we built up in 2022 into weakness, was also additive. Our valuation discipline and business quality focus have been handsomely rewarded.

---

<sup>1</sup> The FMI Common Stock Fund Investor Class (FMIMX) and the FMI Common Stock Fund Institutional Class (FMIUX) had a return of 12.04% and 12.08%, respectively, for the fourth quarter of 2023.

<sup>2</sup> The FMI Common Stock Fund Investor Class (FMIMX) and the FMI Common Stock Fund Institutional Class (FMIUX) had a return of 24.87% and 25.03%, respectively, for the calendar year 2023.

## **FMI Large Cap Fund: Performance**

In the fourth quarter, the FMI Large Cap Fund (“Large Cap Fund”) advanced 13.13%<sup>3</sup>, compared with 11.69% and 9.50% for the S&P 500 and iShares Russell 1000 Value ETF<sup>4</sup>, respectively. Relative to the S&P 500, our sector exposure in Producer Manufacturing, Health Technology, and Retail Trade aided performance, while Technology Services, Electronic Technology, and Industrial Services each failed to keep pace. Masco Corp., Dollar General Corp., and The Charles Schwab Corp. outperformed, while CarMax Inc., Schlumberger Ltd., and Carrier Global Corp. each detracted.

For the calendar year, the Large Cap Fund gained 21.08%<sup>5</sup>, lagging the S&P 500 at 26.29%, but finishing well ahead of the iShares Russell 1000 Value ETF at 11.36%. The S&P 500 has taken on a life of its own, given the incredible concentration at the top and its tilt toward growth stocks (more on this later). Value continues to be out of relative favor versus Growth, with the Russell 1000 Growth outpacing the Russell 1000 Value by over 31% in 2023. While we had a few tough stocks in 2023, the Technology sectors alone accounted for over 100% of FMI’s underperformance versus the S&P 500.

## **FMI International Fund & FMI International Fund II – Currency Unhedged: Performance**

In the fourth quarter, the FMI International Funds (“International Funds”) gained 6.27%<sup>6</sup> on a currency hedged basis and 9.46%<sup>7</sup> currency unhedged, compared with the MSCI EAFE Index’s increase of 4.96% in local currency (LOC) and 10.42% in U.S. Dollars (USD). The MSCI EAFE Value Index gained 2.95% in LOC and 8.22% in USD. Relative to the MSCI EAFE Index, the International Funds’ Transportation, Health Technology, and Distribution Services sectors boosted performance, while Producer Manufacturing, Retail Trade, and Industrial Services all lagged. SAP SE, Samsung Electronics Co. Ltd. Pfd., and Ryanair Holdings PLC – SP-ADR were among the top individual stocks, while Unilever PLC, B&M European Value Retail S.A., and Roche Holding AG each weighed. A weak USD was a headwind for the currency hedged portfolio.

For the calendar year, the International Funds advanced by 21.81%<sup>8</sup> on a currency hedged basis and 21.75%<sup>9</sup> currency unhedged, outperforming the MSCI EAFE Index,

3 The FMI Large Cap Fund Investor Class (FMIHX) and the FMI Large Cap Fund Institutional Class (FMIQX) had a return of 13.13% and 13.17%, respectively, for the fourth quarter of 2023.

4 Source: Bloomberg – returns do not reflect management fees, transaction costs or expenses. Performance is based on market price returns. Beginning 8/10/20, market price returns are calculated using closing price. Prior to 8/10/20, market price returns were calculated using midpoint bid/ask spread at 4:00 PM ET.

5 The FMI Large Cap Fund Investor Class (FMIHX) and the FMI Large Cap Fund Institutional Class (FMIQX) had a return of 21.08% and 21.23%, respectively, for the calendar year 2023.

6 The FMI International Fund [currency hedged] Investor Class (FMIJX) and the FMI International Fund [currency hedged] Institutional Class (FMIYX) had a return of 6.27% and 6.28%, respectively, for the fourth quarter of 2023.

7 The FMI International Fund [currency unhedged] Institutional Class (FMIFX) had a return of 9.46% for the fourth quarter of 2023.

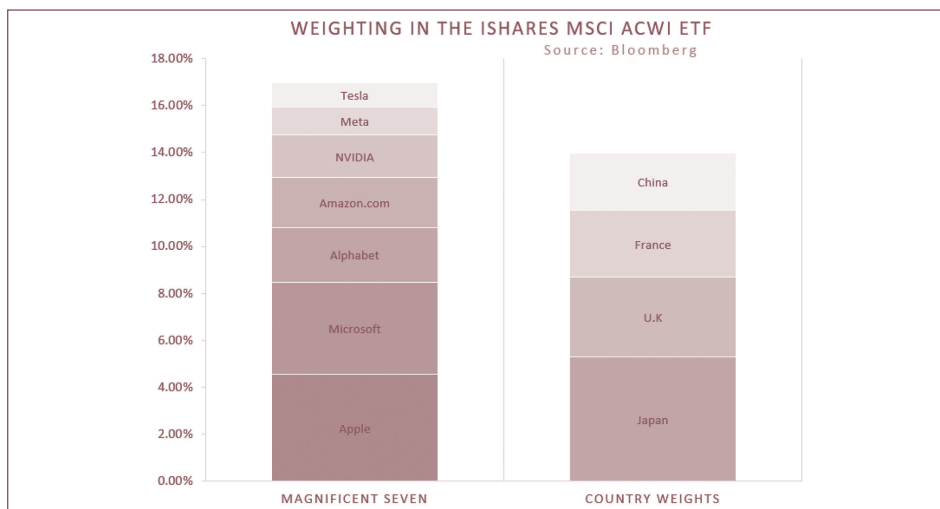
8 The FMI International Fund [currency hedged] Investor Class (FMIJX) and the FMI International Fund [currency hedged] Institutional Class (FMIYX) had a return of 21.81% and 21.96%, respectively, for the calendar year 2023.

9 The FMI International Fund [currency unhedged] Institutional Class (FMIFX) had a return of 21.75% for the calendar year 2023.

which rose 16.16% (LOC) and 18.24% (USD). The MSCI EAFE Value Index increased 17.04% (LOC) and 18.95% (USD). Comparing calendar year returns, the currency hedge was immaterial over the course of the year. The portfolios’ housing, construction materials, travel, technology, and UK consumer holdings all helped drive performance. We leaned into each of these exposures when they declined in 2022, taking advantage of what appeared to be temporary dislocations within these segments.

### **Concentration Game: Memory Loss**

Many investors put little thought into their ownership of the S&P 500. It is largely viewed as a “safe, diversified” investment; a blind faith that we think could prove costly. The S&P 500 concentration has ballooned to remarkable levels, with the Magnificent Seven (Apple, Microsoft, Alphabet, Amazon, Nvidia, Tesla, and Meta Platforms) at the epicenter, representing ~28% of the S&P 500’s market value. In 2023, these seven companies generated an average stock market return of 111%, while the median S&P 500 company was up ~10%. In aggregate, they accounted for 62% of the S&P 500’s total return this year. The *Wall Street Journal* (WSJ) made an eye-opening observation: “The influence of the big tech stocks is massive on a global scale. Within the MSCI All Country World Index—a benchmark that claims to cover about 85% of the global investible equity market—the combined weighting of the Magnificent Seven is larger than that of *all of the stocks from Japan, France, China and the U.K.*” Below we illustrate this using the iShares MSCI ACWI ETF as a proxy.



While the earnings growth of the Magnificent Seven has been superior, future expectations and valuations are also high. In 2024, the Magnificent Seven is expected to grow at over twice the rate of the remaining companies, and they currently trade at a 83% premium<sup>10</sup>. In a recent investor survey, 77% of respondents said they expect the

<sup>10</sup> Estimated Valuations are for the iShares S&P 500 ETF, calculations are based on the average discount to the average valuations as of December 31, 2023 for the trailing 1-year Price-to-Earnings Ratio, Fiscal Year One Price-to-Earnings Ratio, Fiscal Year Two Price-to-Earnings Ratio, Price-to-Sales Ratio, and Price-to-Book Ratio. Valuations for the ETF are scrubbed and adjusted based on criteria identified by FMI. For more detailed information regarding these valuations, please contact FMI.

Magnificent Seven to outperform the 493 once again in 2024. The S&P 500 depends very heavily on the performance of a few, huge companies. What happens if economic growth slows and these companies do not meet lofty expectations? What if equity valuations, which are currently in the 10th decile of historical valuation (one of the most expensive stock markets in U.S. history), come under pressure?<sup>11</sup>

Importantly, the speculative excess has not been limited to the Magnificent Seven. The Nasdaq (a proxy for the technology sector) was up ~45% in 2023, adding around \$8.4 trillion in market cap. According to Goldman Sachs, some of the top performing themes in the U.S. this year included: *Bitcoin Sensitive Equities* (+258%), *Memes* (+117%), *Artificial Intelligence* (+93%), *Megacap Tech* (+77%), *New Technology* (+71%), *Secular Growth* (+51%), *Expensive Software* (+50%), and *Non-Profitable Tech* (+52%). Meanwhile, FMI's bread and butter, *Quality Compounders*, were up only 8%. We do not believe this dichotomy is sustainable.

Much of the speculative behavior is taking place in U.S. Large Cap growth stocks. As illustrated below, since 1979, 2023 was the second worst year on record for the spread between the Russell 1000 Value and Russell 1000 Growth, and the third worst year in history for the S&P 500 versus the Russell 2000 (U.S. Small Cap stocks).

Annual Spread Between Russell 2000 & S&P 500					Annual Spread Between Russell 1000 Value & Russell 1000 Growth				
	1979	26.6	2002	1.8	1979	-6.9	2002	11.1	
	1980	8.0	2003	19	1980	-18.9	2003	-1.6	
	1981	8.2	2004	8	1981	8.5	2004	8.5	
	1982	5.9	2005	0.3	1982	-5.0	2005	0.3	
	1983	9.0	2006	3.4	1983	7.9	2006	11.4	
	1984	-11.0	2007	-6.3	1984	7.3	2007	-13.2	
	1985	1.6	2008	3.7	1985	-4.9	2008	0.5	
	1986	-10.7	2009	1.8	1986	1.8	2009	-18.5	
	1987	-12.8	2010	12.5	1987	-6.7	2010	-2.0	
2nd	1988	10.0	2011	-5.4	1988	8.7	2011	-3.1	
worst	1989	-13.0	2012	1.2	1989	-12.8	2012	1.2	
year →	1990	-14.9	2013	7.4	1990	-9.7	2013	-1.8	
	1991	17.4	2014	-7.9	1991	-18.6	2014	-0.4	
	1992	11.9	2015	-5.0	1992	6.7	2015	-10.2	
	1993	9.9	2016	9.9	1993	13.6	2016	8.9	
	1994	-1.6	2017	-6.3	1994	-6.1	2017	-17.5	
	1995	-7.9	2018	-5.9	1995	-1.4	2018	-7.8	
	1996	-5.5	2019	-5.2	1996	-3.3	2019	-11.5	worst
worst	1997	-10.5	2020	2.1	1997	3.0	2020	-37.0	← year
year →	1998	-30.1	2021	-13.2	1998	-24.2	2021	-4.0	
	1999	0.1	2022	-2.1	1999	-26.9	2022	20.2	2nd
	2000	5.9	2023	-13.3	2000	27.6	2023	-31.3	← worst
	2001	14.1	Avg.	0.2	2001	13.5	Avg.	-3.2	year

©2023 The Leuthold Group

<sup>11</sup> The Leuthold Group. Median data is as of 10/18/2023. Decile rankings reflect up to 95 years of history. Data prior to 4/9/21 is calculated by Leuthold Group using Compustat data and market aggregates with S&P weights. Data after 4/9/21 is calculated by Leuthold Group using FactSet Fundamentals data with S&P weights.

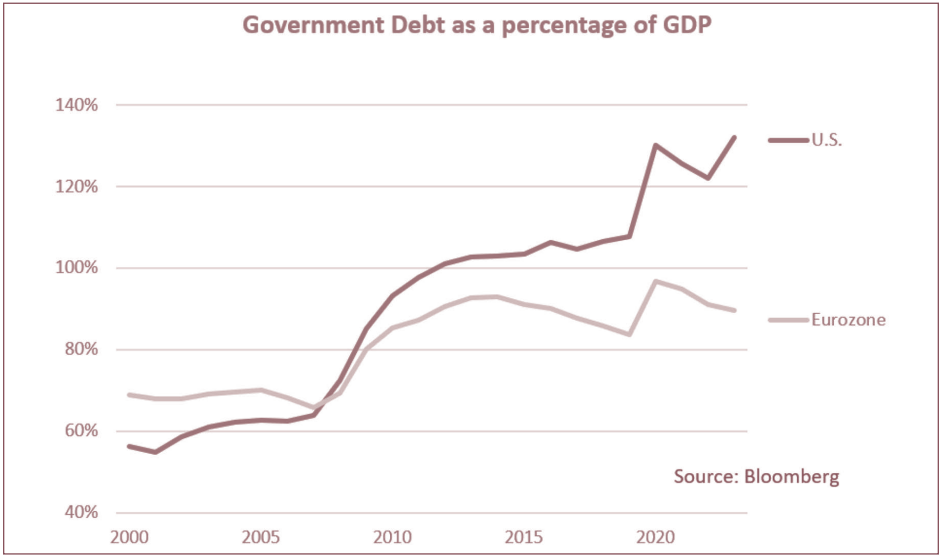
Over the last 15 years, the picture looks similar, as the S&P 500 has outright dominated, with cumulative returns of the Russell 2000 and MSCI EAFE Indices lagging the S&P 500 by over 225% and 437%, respectively. During that time, U.S. nominal GDP grew 4.3%, S&P 500 earnings grew 6.9%, and the S&P 500 generated a ~14.0% compound annual return (~40% higher than the long-term historical average of ~10%). It is notable that the S&P 500's return was over two times the rate of underlying earnings growth, and three times nominal economic growth. Prospective returns are likely to be closer aligned to the underlying growth of corporate earnings and the economy versus recent history. Breaking down the components of the 15-year S&P 500 return, ~50% came from earnings growth (6.9% annually), ~16% from the dividend yield (2.2%), and ~34% from multiple expansion (4.7%). Given that valuations are near all-time highs, there could be downside risks to valuation multiples if there is any reversion to the mean (i.e. negative returns from this important component). Additionally, profitable U.S. Small Cap stocks and International stocks are currently trading near all-time high discounts to their U.S. Large Cap counterparts. Future outperformance by the S&P 500 may be much tougher to come by from today's elevated starting point.

Lastly, valuations do not seem to reflect the economic risks that are lurking on the horizon. There appears to be a universally held opinion that we are headed for a soft landing, and that global central banks can delicately manage right through the current cycle without rocking the boat. We would remind investors that over the last 100+ years, stock markets were littered with economic surprises – events that no one expected. Dislocations and externalities are the norm, not the exception, and these may not be fully appreciated today with valuations at the high end of their historical range. Despite a litany of potential macro and geopolitical risks, we have built portfolios to survive the unexpected. At FMI, we strive to own all-weather vehicles that can thrive over a full cycle and in virtually any economic backdrop, with valuations that embed a significant margin of safety for when things don't go as planned. For the team, nothing is more important than avoiding the permanent impairment of capital.

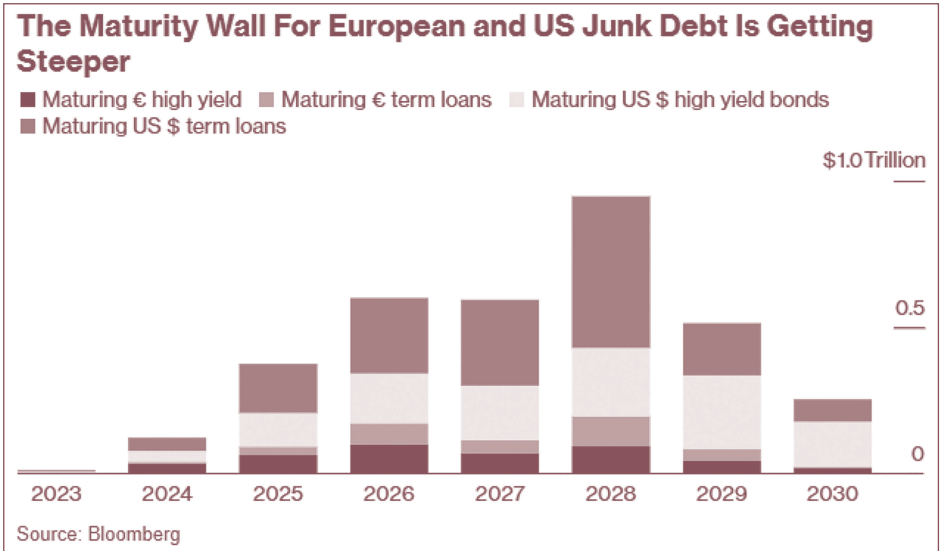
### **Debt: Still A Dirty Word**

Among the list of potential factors that could cause a dislocation in global stock markets, a debt-related crisis would be near the top. According to the *Institute of International Finance (IIF)*, global debt rose by \$10 trillion in the first half of 2023, reaching a new record of \$307 trillion, over 3.3 times global GDP! Higher debt levels and interest rates are pushing up government interest expenses, which topped \$2 trillion globally in 2023 (up 10% from 2022), according to the *International Monetary Fund (IMF)*. As reported by the *WSJ*, interest expenses could exceed \$3 trillion by 2027. The U.S. is one of the worst offenders, with a budget deficit of \$1.7 trillion in 2023 (6.3% of GDP vs. 5.4% in 2022), and the highest interest expense to GDP (2.45%) since 1998. Interest expenses in the U.S. could double by 2025 once the existing debt matures and gets refinanced. The IMF expects the U.S. deficits to reach 7.4% in 2024 and 2025. Europe, conversely, which a decade ago was immersed in the European sovereign debt crisis, is finally getting its house in order. Eurozone government deficits are expected to fall to 3.4% of GDP in 2023 and 2.7% in 2024 (from 3.6% last year).

China and Japan remain highly indebted (as discussed in prior shareholder letters), which continues to be a concern.



Corporate balance sheets are also worth watching closely. With ground-hugging interest rates for most of the last decade, companies took on increased debt, levels that will become much harder to service when refinancing comes due at significantly higher rates. As Bloomberg illustrates below, the debt maturity wall for European and U.S. Junk debt is fast approaching, with \$2.5 trillion of high yield bonds and leveraged loans coming due between 2025 and 2028. Interest rates may double or triple overnight for some of these companies. This will undoubtedly be a headwind for corporate earnings growth in the coming years.





Finally, personal balance sheets in the U.S. are not as robust as they once were. According to the Federal Reserve Bank of San Francisco, excess savings in the U.S. has fallen below \$500 billion, from \$1 trillion a year ago, and over \$2 trillion two years ago (following record stimulus handouts). While the consumer has been spending, U.S. credit card balances have reached a record high of \$1.08 trillion. Delinquencies are the worst they have been in 12 years and interest rates on credit cards now exceed 21% (another record high). Conversely, household debt as a percentage of GDP in the European Union has been falling over the last couple years, while excess savings has recently been on the rise. Only time will tell how these respective economies and stock markets will start to reflect these diverging realities.

While elevated valuations and risk make it tougher to find attractive investments, the team has worked hard to build and maintain a portfolio of solid candidates. Listed below are several stocks we find appealing:

### **BJ's Wholesale Club Holdings Inc. (BJ) – FMI Common Stock Fund**

BJ's is the third largest warehouse club operator in the U.S., with locations primarily along the East Coast. The warehouse club business model has many attractive characteristics, offering a limited number of items in each product category (sold in large pack sizes) which allows them to drive down purchasing costs. These companies have low operating costs, efficient distribution networks, and are typically located in low-cost areas. Their no-frills stores, simple operations, and large real estate footprints create labor efficiencies. This allows for merchandise to be offered at very sharp prices. Customers gain access to these low prices by purchasing annual memberships to the clubs, which have high retention rates and generate steady, recurring revenue. The business earns high returns on capital despite low prices and operating margins. BJ's has a checkered history but has made significant improvements to the business over the past decade. The market remains skeptical as to how sustainable these improvements are and how well they can compete against strong peers in the warehouse club industry. We believe this misses the mark, as the club industry commands a small share of a vast retail market. We believe all of the warehouse club operators can grow and take share from indirect competitors that can't match their pricing. If this proves out, we believe BJ's valuation multiple should re-rate higher to better reflect the underlying strength of its business model.

### **Carrier Global Corp. (CARR) – FMI Large Cap Fund**

As part of United Technologies, we believe Carrier suffered from undermanagement. Despite that, the business still grew consistently in the low single digits and was nicely profitable due to an oligopolistic industry and Carrier's strong competitive position. However, the cost structure was not optimized and they were not investing in long term growth. Now that Carrier has over three years as a standalone company, we believe the company's operations are increasingly on its front foot. CEO Dave Gitlin, who came from United Technologies' crown jewel aerospace business, has been instrumental in these efforts. On top of that, through a series of ongoing divestitures and the acquisition of a European heat pump manufacturer, Carrier is well on its way to becoming a pureplay heating, ventilation, and air conditioning business with higher returns on capital and faster organic growth. After rerating significantly coming out of COVID, Carrier's shares lost momentum due to perceptions of choppy

execution, COVID normalization, and future recessionary fears. Although these risks may come to pass, a modest starting valuation and good industry structure gave us confidence that our downside was relatively protected. If Carrier can execute on growth, costs, and the portfolio transformation, we believe there is significant upside.

### **Diageo PLC (DGE LN) – FMI International Funds**

Diageo is the No. 1 player in the large and attractive global spirits industry, with No. 1 positions in Scotch, Tequila, Gin, Vodka, and Rum. Total Beverage Alcohol (TBA) is a \$950+ billion market, with Diageo at 4.7% of TBA, and aspiring to 6% by 2030. Premiumization in spirits is value creating, and Diageo owns nine of the top 30 global brands, including Johnnie Walker, Tanqueray, Smirnoff, and Guinness. 12 of Diageo’s top brands are over 140 years old. The company has strong exposure to growth in emerging markets (38% of sales) and has proven to be a superior brand builder. The Diageo portfolio has been optimized, with limited reliance on mergers and acquisitions over the last decade. Capital allocation has been shareholder friendly. Following a period of post-COVID inventory destocking, Diageo trades at its lowest valuation in 10 years.

Consistent with our succession plan, we are pleased to announce that Jonathan Bloom has been elevated to CIO. Concurrently, Pat English will drop the Co-CIO title and remain Executive Chairman, where he will maintain an active role on the research team. Investment decisions will continue to be discussed and implemented by our portfolio management committee, which Pat will remain a part of until his retirement at the end of 2025.

On December 15, 2023, the Funds’ Board of Directors declared a distribution payable on December 15, 2023, to shareholders of record on December 14, 2023, as follows:

Fund	Class	Ticker	Income	Short-Term Capital Gains	Long-Term Capital Gains	Total Distributions
FMI Common Stock Fund	Investor Class	FMIMX	\$0.09194120	\$0.42092	\$0.45584	\$0.96870120
FMI Common Stock Fund	Institutional Class	FMIUX	\$0.12222392	\$0.42092	\$0.45584	\$0.99898392
FMI Large Cap Fund	Investor Class	FMIHX	\$0.14228011	\$0.00000	\$1.43277	\$1.57505011
FMI Large Cap Fund	Institutional Class	FMIQX	\$0.16354715	\$0.00000	\$1.43277	\$1.59631715
FMI International Fund	Investor Class	FMIJX	\$0.00000000	\$0.00000	\$0.00000	\$0.00000000
FMI International Fund	Institutional Class	FMIYX	\$0.00000000	\$0.00000	\$0.00000	\$0.00000000
FMI International Fund II - Currency Unhedged	Institutional Class	FMIFX	\$0.31762961	\$0.00000	\$0.00000	\$0.31762961

Thank you for your continued support of Fiduciary Management, Inc.

FMI Common Stock Fund  
**SCHEDULE OF INVESTMENTS**  
December 31, 2023 (Unaudited)

	<u>Shares</u>	<u>Value</u>
<b>COMMON STOCKS — 93.9%</b>		
<b><u>COMMERCIAL SERVICES SECTOR — 11.7%</u></b>		
<b>Advertising/Marketing Services — 3.3%</b>		
Interpublic Group of Cos. Inc. ....	1,800,000	\$ 58,752,000
<b>Miscellaneous Commercial Services — 4.1%</b>		
Genpact Ltd. ....	2,075,000	72,023,250
<b>Personnel Services — 4.3%</b>		
Robert Half Inc. ....	875,000	76,930,000
<b>Total Commercial Services</b> .....		<u>207,705,250</u>
<b><u>CONSUMER NON-DURABLES SECTOR — 4.5%</u></b>		
<b>Apparel/Footwear — 4.5%</b>		
Skechers U.S.A. Inc. — Class A <sup>(a)</sup> .....	1,280,000	79,795,200
<b><u>CONSUMER SERVICES SECTOR — 3.0%</u></b>		
<b>Other Consumer Services — 3.0%</b>		
Valvoline Inc. <sup>(a)</sup> .....	1,430,000	53,739,400
<b><u>DISTRIBUTION SERVICES SECTOR — 16.5%</u></b>		
<b>Electronics Distributors — 2.8%</b>		
Arrow Electronics Inc. <sup>(a)</sup> .....	400,000	48,900,000
<b>Medical Distributors — 4.5%</b>		
Henry Schein Inc. <sup>(a)</sup> .....	1,060,000	80,252,600
<b>Wholesale Distributors — 9.2%</b>		
Applied Industrial Technologies Inc. ....	250,000	43,172,500
Beacon Roofing Supply Inc. <sup>(a)</sup> .....	875,000	76,142,500
Core & Main Inc. — Class A <sup>(a)</sup> .....	1,110,000	44,855,100
		<u>164,170,100</u>
<b>Total Distribution Services</b> .....		<u>293,322,700</u>
<b><u>ELECTRONIC TECHNOLOGY SECTOR — 8.9%</u></b>		
<b>Electronic Components — 2.8%</b>		
nVent Electric PLC .....	845,000	49,931,050
<b>Electronic Production Equipment — 4.9%</b>		
CTS Corp. ....	575,000	25,150,500
Plexus Corp. <sup>(a)</sup> .....	565,000	61,093,450
		<u>86,243,950</u>
<b>Semiconductors — 1.2%</b>		
Fabrinet <sup>(a)</sup> .....	112,000	21,316,960
<b>Total Electronic Technology</b> .....		<u>157,491,960</u>
<b><u>FINANCE SECTOR — 13.0%</u></b>		
<b>Finance/Rental/Leasing — 2.6%</b>		
FirstCash Holdings Inc. ....	425,000	46,065,750

FMI Common Stock Fund  
**SCHEDULE OF INVESTMENTS (Continued)**  
December 31, 2023 (Unaudited)

	<u>Shares</u>	<u>Value</u>
<b>COMMON STOCKS — 93.9% (Continued)</b>		
<b><u>FINANCE SECTOR — 13.0% (Continued)</u></b>		
<b>Investment Banks/Brokers — 3.7%</b>		
Houlihan Lokey Inc. — Class A .....	540,000	\$ 64,751,400
<b>Life/Health Insurance — 2.6%</b>		
Primerica Inc. ....	225,000	46,296,000
<b>Major Banks — 2.7%</b>		
Zions Bancorporation N.A. ....	1,085,000	47,598,950
<b>Multi-Line Insurance — 1.4%</b>		
White Mountains Insurance Group Ltd. ....	17,000	25,585,170
<b>Total Finance</b> .....		<u>230,297,270</u>
<b><u>PROCESS INDUSTRIES SECTOR — 1.8%</u></b>		
<b>Containers/Packaging — 1.8%</b>		
AptarGroup Inc. ....	260,000	32,141,200
<b><u>PRODUCER MANUFACTURING SECTOR — 26.4%</u></b>		
<b>Auto Parts: OEM — 3.0%</b>		
Donaldson Co. Inc. ....	825,000	53,913,750
<b>Building Products — 13.8%</b>		
Carlisle Cos. Inc. ....	275,000	85,918,250
Fortune Brands Innovations Inc. ....	960,000	73,094,400
Simpson Manufacturing Co. Inc. ....	435,000	86,121,300
		<u>245,133,950</u>
<b>Industrial Machinery — 7.5%</b>		
Gates Industrial Corp. PLC <sup>(a)</sup> .....	3,400,000	45,628,000
ITT Inc. ....	355,000	42,358,600
Timken Co. ....	550,000	44,082,500
		<u>132,069,100</u>
<b>Miscellaneous Manufacturing — 2.1%</b>		
TriMas Corp. ....	1,490,000	37,741,700
<b>Total Producer Manufacturing</b> .....		<u>468,858,500</u>
<b><u>RETAIL TRADE SECTOR — 4.3%</u></b>		
<b>Specialty Stores — 4.3%</b>		
BJ's Wholesale Club Holdings Inc. <sup>(a)</sup> .....	1,145,000	76,325,700
<b><u>TECHNOLOGY SERVICES SECTOR — 3.8%</u></b>		
<b>Information Technology Services — 3.8%</b>		
Insight Enterprises Inc. <sup>(a)</sup> .....	380,000	67,332,200
<b>TOTAL COMMON STOCKS</b> (Cost \$1,164,653,557) .....		<u>1,667,009,380</u>

FMI Common Stock Fund  
**SCHEDULE OF INVESTMENTS (Continued)**  
 December 31, 2023 (Unaudited)

	<u>Shares</u>	<u>Value</u>
<b>SHORT-TERM INVESTMENT — 5.6%</b>		
<b>Money Market Fund — 5.6%</b>		
First American Treasury Obligations Fund — Class X, 5.29% <sup>(b)</sup> . . . .	100,002,357	\$ 100,002,357
<b>TOTAL SHORT-TERM INVESTMENT (Cost \$100,002,357) . . . . .</b>		<u>100,002,357</u>
<b>TOTAL INVESTMENTS — 99.5%</b> (Cost \$1,264,655,914) . . . . .		1,767,011,737
Other Assets in Excess of Liabilities — <b>0.5%</b> . . . . .		8,652,329
<b>TOTAL NET ASSETS — 100.0%</b> . . . . .		<u>\$1,775,664,066</u>

Percentages are stated as a percent of net assets.

PLC Public Limited Company

<sup>(a)</sup> Non-income producing security.

<sup>(b)</sup> The rate shown represents the 7-day effective yield as of December 31, 2023.

FMI Large Cap Fund  
**SCHEDULE OF INVESTMENTS**

December 31, 2023 (Unaudited)

	<u>Shares</u>	<u>Value</u>
<b>COMMON STOCKS — 98.7%</b>		
<b><u>COMMERCIAL SERVICES SECTOR — 2.8%</u></b>		
<b>Advertising/Marketing Services — 2.8%</b>		
Omnicom Group Inc. . . . .	545,000	\$ 47,147,950
<b><u>CONSUMER NON-DURABLES SECTOR — 2.6%</u></b>		
<b>Household/Personal Care — 2.6%</b>		
Unilever PLC — SP-ADR . . . . .	885,000	42,904,800
<b><u>CONSUMER SERVICES SECTOR — 4.5%</u></b>		
<b>Other Consumer Services — 4.5%</b>		
Booking Holdings Inc. <sup>(a)</sup> . . . . .	21,000	74,491,620
<b><u>DISTRIBUTION SERVICES SECTOR — 8.4%</u></b>		
<b>Food Distributors — 2.9%</b>		
Sysco Corp. . . . .	650,000	47,534,500
<b>Wholesale Distributors — 5.5%</b>		
Ferguson PLC . . . . .	475,000	91,708,250
<b>Total Distribution Services</b> . . . . .		<u>139,242,750</u>
<b><u>ELECTRONIC TECHNOLOGY SECTOR — 9.4%</u></b>		
<b>Computer Processing Hardware — 4.7%</b>		
Sony Group Corp. — SP-ADR . . . . .	815,000	77,172,350
<b>Semiconductors — 4.7%</b>		
Micron Technology Inc. . . . .	920,000	78,512,800
<b>Total Electronic Technology</b> . . . . .		<u>155,685,150</u>
<b><u>FINANCE SECTOR — 20.0%</u></b>		
<b>Investment Banks/Brokers — 5.5%</b>		
The Charles Schwab Corp. . . . .	1,335,000	91,848,000
<b>Investment Managers — 5.1%</b>		
BlackRock Inc. . . . .	45,000	36,531,000
Northern Trust Corp. . . . .	560,000	47,252,800
		<u>83,783,800</u>
<b>Multi-Line Insurance — 4.8%</b>		
Arch Capital Group Ltd. <sup>(a)</sup> . . . . .	460,000	34,164,200
Progressive Corp. . . . .	280,000	44,598,400
		<u>78,762,600</u>
<b>Property/Casualty Insurance — 4.6%</b>		
Berkshire Hathaway Inc. — Class B <sup>(a)</sup> . . . . .	215,000	76,681,900
<b>Total Finance</b> . . . . .		<u>331,076,300</u>
<b><u>HEALTH SERVICES SECTOR — 6.4%</u></b>		
<b>Managed Health Care — 4.5%</b>		
UnitedHealth Group Inc. . . . .	140,000	73,705,800

FMI Large Cap Fund  
SCHEDULE OF INVESTMENTS (Continued)  
December 31, 2023 (Unaudited)

	<u>Shares</u>	<u>Value</u>
<b>COMMON STOCKS — 98.7% (Continued)</b>		
<b><u>HEALTH SERVICES SECTOR — 6.4% (Continued)</u></b>		
<b>Medical/Nursing Services — 1.9%</b>		
Fresenius Medical Care AG & Co. KGaA — SP-ADR .....	1,530,000	\$ 31,869,900
<b>Total Health Services</b> .....		<u>105,575,700</u>
<b><u>HEALTH TECHNOLOGY SECTOR — 4.8%</u></b>		
<b>Medical Specialties — 4.8%</b>		
Koninklijke Philips N.V. — SP-ADR <sup>(a)</sup> .....	1,905,000	44,443,650
Smith & Nephew PLC — SP-ADR .....	1,305,000	35,600,400
		<u>80,044,050</u>
<b>Total Health Technology</b> .....		<u>80,044,050</u>
<b><u>INDUSTRIAL SERVICES SECTOR — 1.7%</u></b>		
<b>Contract Drilling — 1.7%</b>		
Schlumberger Ltd. ....	555,000	28,882,200
<b><u>PROCESS INDUSTRIES SECTOR — 4.5%</u></b>		
<b>Containers/Packaging — 4.5%</b>		
Avery Dennison Corp. ....	365,000	73,788,400
<b><u>PRODUCER MANUFACTURING SECTOR — 12.9%</u></b>		
<b>Building Products — 7.9%</b>		
Carlisle Cos. Inc. ....	195,000	60,923,850
Masco Corp. ....	1,050,000	70,329,000
		<u>131,252,850</u>
<b>Electrical Products — 1.5%</b>		
Eaton Corp. PLC .....	100,000	24,082,000
<b>Industrial Machinery — 3.5%</b>		
Carrier Global Corp. ....	1,020,000	58,599,000
<b>Total Producer Manufacturing</b> .....		<u>213,933,850</u>
<b><u>RETAIL TRADE SECTOR — 10.5%</u></b>		
<b>Apparel/Footwear Retail — 1.3%</b>		
The TJX Cos. Inc. ....	230,000	21,576,300
<b>Discount Stores — 6.1%</b>		
Dollar General Corp. ....	375,000	50,981,250
Dollar Tree Inc. <sup>(a)</sup> .....	350,000	49,717,500
		<u>100,698,750</u>
<b>Specialty Stores — 3.1%</b>		
CarMax Inc. <sup>(a)</sup> .....	665,000	51,032,100
<b>Total Retail Trade</b> .....		<u>173,307,150</u>
<b><u>TECHNOLOGY SERVICES SECTOR — 10.2%</u></b>		
<b>Information Technology Services — 2.3%</b>		
CDW Corp. ....	170,000	38,644,400

FMI Large Cap Fund  
**SCHEDULE OF INVESTMENTS (Continued)**  
 December 31, 2023 (Unaudited)

	<u>Shares</u>	<u>Value</u>
<b>COMMON STOCKS — 98.7% (Continued)</b>		
<b><u>TECHNOLOGY SERVICES SECTOR — 10.2% (Continued)</u></b>		
<b>Internet Software/Services — 5.3%</b>		
Alphabet Inc. — Class A <sup>(a)</sup> .....	625,000	\$ 87,306,250
<b>Packaged Software — 2.6%</b>		
SAP SE — SP-ADR .....	275,000	42,512,250
<b>Total Technology Services</b> .....		<u>168,462,900</u>
<b>TOTAL COMMON STOCKS</b> (Cost \$1,114,240,593) .....		<u>1,634,542,820</u>
<b>SHORT-TERM INVESTMENT — 1.3%</b>		
<b>Money Market Fund — 1.3%</b>		
First American Treasury Obligations Fund — Class X, 5.29% <sup>(b)</sup> ....	21,092,388	21,092,388
<b>TOTAL SHORT-TERM INVESTMENT</b> (Cost \$21,092,388) .....		<u>21,092,388</u>
<b>TOTAL INVESTMENTS — 100.0%</b> (Cost \$1,135,332,981) .....		1,655,635,208
Other Assets in Excess of Liabilities — <b>0.0%</b> .....		1,054,025
<b>TOTAL NET ASSETS — 100.0%</b> .....		<u>\$1,656,689,233</u>

Percentages are stated as a percent of net assets.

PLC Public Limited Company

SP-ADR Sponsored American Depositary Receipt

<sup>(a)</sup> Non-income producing security.

<sup>(b)</sup> The rate shown represents the 7-day effective yield as of December 31, 2023.



FMI International Fund  
**SCHEDULE OF INVESTMENTS**  
December 31, 2023 (Unaudited)

	<u>Shares</u>	<u>Value</u>
<b>LONG-TERM INVESTMENTS — 96.4%</b>		
<b>COMMON STOCKS — 91.7%</b>		
<b><u>BERMUDA — 4.6%</u></b>		
<b>Miscellaneous Commercial Services — 2.6%</b>		
Genpact Ltd. ....	3,370,000	\$ 116,972,700
<b>Multi-Line Insurance — 2.0%</b>		
Arch Capital Group Ltd. <sup>(a)</sup> .....	1,185,000	88,009,950
<b>Total Bermuda</b> .....		<u>204,982,650</u>
<b><u>BRITAIN — 24.8%</u></b>		
<b>Beverages: Alcoholic — 3.0%</b>		
Diageo PLC .....	3,675,000	133,384,625
<b>Beverages: Non-Alcoholic — 2.6%</b>		
Coca-Cola Europacific Partners PLC .....	1,740,000	116,127,600
<b>Electrical Products — 1.3%</b>		
Smiths Group PLC .....	2,650,000	59,480,318
<b>Electronics/Appliances — 2.4%</b>		
Howden Joinery Group PLC .....	10,590,000	109,635,677
<b>Finance/Rental/Leasing — 2.0%</b>		
Ashtead Group PLC .....	1,300,000	90,359,223
<b>Food: Specialty/Candy — 3.5%</b>		
Greggs PLC .....	4,695,000	155,636,308
<b>Household/Personal Care — 3.0%</b>		
Unilever PLC .....	2,785,000	134,824,543
<b>Major Banks — 2.1%</b>		
Lloyds Banking Group PLC .....	155,400,000	94,255,756
<b>Medical Specialties — 2.3%</b>		
Smith & Nephew PLC .....	7,440,000	102,203,682
<b>Trucks/Construction/Farm Machinery — 2.6%</b>		
Weir Group PLC .....	4,900,000	117,739,618
<b>Total Britain</b> .....		<u>1,113,647,350</u>
<b><u>CURACAO — 2.2%</u></b>		
<b>Contract Drilling — 2.2%</b>		
Schlumberger Ltd. ....	1,920,000	99,916,800
<b><u>FRANCE — 12.7%</u></b>		
<b>Aerospace &amp; Defense — 4.0%</b>		
Safran S.A. ....	1,011,000	178,249,459
<b>Restaurants — 4.7%</b>		
Sodexo S.A. ....	1,935,000	213,020,656
<b>Wholesale Distributors — 4.0%</b>		
Rexel S.A. ....	6,465,000	177,439,535
<b>Total France</b> .....		<u>568,709,650</u>

FMI International Fund  
**SCHEDULE OF INVESTMENTS (Continued)**  
 December 31, 2023 (Unaudited)

	<u>Shares</u>	<u>Value</u>
<b>LONG-TERM INVESTMENTS — 96.4% (Continued)</b>		
<b>COMMON STOCKS — 91.7% (Continued)</b>		
<b><u>GERMANY — 4.5%</u></b>		
<b>Medical/Nursing Services — 1.9%</b>		
Fresenius Medical Care AG & Co. KGaA .....	2,000,000	\$ 83,616,363
<b>Packaged Software — 2.6%</b>		
SAP SE .....	775,000	119,288,997
<b>Total Germany</b> .....		<u>202,905,360</u>
<b><u>HONG KONG — 2.4%</u></b>		
<b>Tools &amp; Hardware — 2.4%</b>		
Techtronic Industries Co. Ltd. ....	9,000,000	107,235,824
<b><u>IRELAND — 3.1%</u></b>		
<b>Airlines — 3.1%</b>		
Ryanair Holdings PLC — SP-ADR <sup>(a)</sup> .....	1,040,000	138,694,400
<b><u>JAPAN — 8.5%</u></b>		
<b>Building Products — 0.5%</b>		
Sanwa Holdings Corp. ....	1,418,791	21,449,349
<b>Chemicals: Specialty — 1.7%</b>		
NOF Corp. ....	1,540,000	76,397,323
<b>Computer Processing Hardware — 4.8%</b>		
Sony Group Corp. ....	2,300,000	217,655,704
<b>Electronic Equipment/Instruments — 1.5%</b>		
Yokogawa Electric Corp. ....	3,505,000	66,622,944
<b>Total Japan</b> .....		<u>382,125,320</u>
<b><u>JERSEY — 6.9%</u></b>		
<b>Wholesale Distributors — 6.9%</b>		
Ferguson PLC .....	1,620,000	310,274,498
<b><u>LUXEMBOURG — 5.5%</u></b>		
<b>Discount Stores — 5.5%</b>		
B&M European Value Retail S.A. ....	35,000,000	249,565,663
<b><u>NETHERLANDS — 2.6%</u></b>		
<b>Medical Specialties — 2.6%</b>		
Koninklijke Philips N.V. <sup>(a)</sup> .....	4,940,000	115,606,771
<b><u>SINGAPORE — 2.2%</u></b>		
<b>Major Banks — 2.2%</b>		
DBS Group Holdings Ltd. ....	3,940,000	99,637,998
<b><u>SWITZERLAND — 7.4%</u></b>		
<b>Food: Specialty/Candy — 1.5%</b>		
Barry Callebaut AG .....	40,000	67,527,164

FMI International Fund  
**SCHEDULE OF INVESTMENTS (Continued)**  
December 31, 2023 (Unaudited)

	<u>Shares</u>	<u>Value</u>
<b>LONG-TERM INVESTMENTS — 96.4% (Continued)</b>		
<b>COMMON STOCKS — 91.7% (Continued)</b>		
<b><u>SWITZERLAND — 7.4% (Continued)</u></b>		
<b>Medical Distributors — 2.2%</b>		
DKSH Holding AG .....	1,405,000	\$ 97,607,832
<b>Pharmaceuticals: Major — 3.7%</b>		
Roche Holding AG .....	570,000	165,695,333
<b>Total Switzerland .....</b>		<u>330,830,329</u>
<b><u>UNITED STATES — 4.3%</u></b>		
<b>Other Consumer Services — 4.3%</b>		
Booking Holdings Inc. <sup>(a)</sup> .....	55,000	195,097,100
<b>TOTAL COMMON STOCKS (Cost \$3,314,805,526) .....</b>		<u>4,119,229,713</u>
<b>PREFERRED STOCK — 4.7%</b>		
<b><u>SOUTH KOREA — 4.7%</u></b>		
<b>Telecommunications Equipment — 4.7%</b>		
Samsung Electronics Co. Ltd. ....	4,395,000	211,779,703
<b>TOTAL PREFERRED STOCK (Cost \$115,937,438) .....</b>		<u>211,779,703</u>
<b>TOTAL LONG-TERM INVESTMENTS (Cost \$3,430,742,964) .....</b>		<u>4,331,009,416</u>
<b>SHORT-TERM INVESTMENT — 6.0%</b>		
<b>Money Market Fund — 6.0%</b>		
First American Treasury Obligations Fund — Class X, 5.29% <sup>(b)</sup> ....	268,575,911	268,575,911
<b>TOTAL SHORT-TERM INVESTMENT (Cost \$268,575,911) .....</b>		<u>268,575,911</u>
<b>TOTAL INVESTMENTS — 102.4% (Cost \$3,699,318,875) .....</b>		4,599,585,327
Money Market Deposit Account — 0.2% <sup>(c)</sup> .....		7,851,433
Other Liabilities in Excess of Assets — (2.6)% .....		(114,322,304)
<b>TOTAL NET ASSETS — 100.0% .....</b>		<u>\$4,493,114,456</u>

Percentages are stated as a percent of net assets.

PLC Public Limited Company

SP-ADR Sponsored American Depositary Receipt

<sup>(a)</sup> Non-income producing security.

<sup>(b)</sup> The rate shown represents the 7-day effective yield as of December 31, 2023.

<sup>(c)</sup> The U.S. Bank Money Market Deposit Account (the “MMDA”) is a short-term vehicle in which the Fund holds cash balances. The MMDA will bear interest at a variable rate that is determined based on market conditions and is subject to change daily. The rate shown as of December 31, 2023 was 5.20%. This MMDA is held as collateral for certain forward currency contracts.

FMI International Fund

SCHEDULE OF FORWARD CURRENCY CONTRACTS

December 31, 2023 (Unaudited)

<u>Settlement Date</u>	<u>Counterparty</u>	<u>Currency to be Delivered</u>	<u>U.S. \$ Value on December 31, 2023 of Currency to be Delivered</u>	<u>Currency to be Received</u>	<u>U.S. \$ Value on December 31, 2023 of Currency to be Received</u>	<u>Unrealized Appreciation (Depreciation)</u>
1/19/24	State Street Bank and Trust Co.	975,000,000 British Pound	\$1,242,935,912	1,187,613,375 U.S. Dollar	\$1,187,613,375	\$ (55,322,537)
1/19/24	State Street Bank and Trust Co.	75,000,000 British Pound	95,610,455	95,637,900 U.S. Dollar	95,637,900	27,445
1/19/24	The Bank of New York Mellon	875,000,000 Euro	966,819,941	932,347,125 U.S. Dollar	932,347,125	(34,472,816)
1/19/24	The Bank of New York Mellon	700,000,000 Hong Kong Dollar	89,690,061	89,659,218 U.S. Dollar	89,659,218	(30,843)
1/19/24	JPMorgan Chase Bank, N.A.	50,000,000,000 Japanese Yen	355,814,443	339,140,320 U.S. Dollar	339,140,320	(16,674,123)
1/19/24	JPMorgan Chase Bank, N.A.	115,000,000 Singapore Dollar	87,229,943	84,175,084 U.S. Dollar	84,175,084	(3,054,859)
1/19/24	State Street Bank and Trust Co.	235,000,000,000 South Korea Won	182,703,813	174,724,514 U.S. Dollar	174,724,514	(7,979,299)
1/19/24	The Bank of New York Mellon	240,000,000 Swiss Franc	286,017,713	270,344,859 U.S. Dollar	270,344,859	(15,672,854)
			<u>\$3,306,822,281</u>		<u>\$3,173,642,395</u>	<u>\$(133,179,886)</u>

FMI International Fund II – Currency Unhedged

SCHEDULE OF INVESTMENTS

December 31, 2023 (Unaudited)

	<u>Shares</u>	<u>Value</u>
<b>LONG-TERM INVESTMENTS — 96.0%</b>		
<b>COMMON STOCKS — 91.3%</b>		
<b><u>BERMUDA — 4.5%</u></b>		
<b>Miscellaneous Commercial Services — 2.6%</b>		
Genpact Ltd. ....	58,100	\$ 2,016,651
<b>Multi-Line Insurance — 1.9%</b>		
Arch Capital Group Ltd. <sup>(a)</sup> .....	20,450	1,518,822
<b>Total Bermuda</b> .....		<u>3,535,473</u>
<b><u>BRITAIN — 24.5%</u></b>		
<b>Beverages: Alcoholic — 2.9%</b>		
Diageo PLC .....	63,500	2,304,741
<b>Beverages: Non-Alcoholic — 2.6%</b>		
Coca-Cola Europacific Partners PLC .....	30,000	2,002,200
<b>Electrical Products — 1.3%</b>		
Smiths Group PLC .....	46,700	1,048,200
<b>Electronics/Appliances — 2.4%</b>		
Howden Joinery Group PLC .....	182,700	1,891,448
<b>Finance/Rental/Leasing — 2.0%</b>		
Ashtead Group PLC .....	22,450	1,560,434
<b>Food: Specialty/Candy — 3.4%</b>		
Greggs PLC .....	81,000	2,685,099
<b>Household/Personal Care — 3.0%</b>		
Unilever PLC .....	48,100	2,328,568
<b>Major Banks — 2.1%</b>		
Lloyds Banking Group PLC .....	2,675,800	1,622,970
<b>Medical Specialties — 2.2%</b>		
Smith & Nephew PLC .....	128,100	1,759,717
<b>Trucks/Construction/Farm Machinery — 2.6%</b>		
Weir Group PLC .....	83,000	1,994,365
<b>Total Britain</b> .....		<u>19,197,742</u>
<b><u>CURACAO — 2.2%</u></b>		
<b>Contract Drilling — 2.2%</b>		
Schlumberger Ltd. ....	33,100	1,722,524
<b><u>FRANCE — 12.7%</u></b>		
<b>Aerospace &amp; Defense — 4.0%</b>		
Safran S.A. ....	17,600	3,103,057
<b>Restaurants — 4.8%</b>		
Sodexo S.A. ....	34,000	3,742,999
<b>Wholesale Distributors — 3.9%</b>		
Rexel S.A. ....	111,950	3,072,600
<b>Total France</b> .....		<u>9,918,656</u>

FMI International Fund II – Currency Unhedged  
**SCHEDULE OF INVESTMENTS (Continued)**  
 December 31, 2023 (Unaudited)

	<u>Shares</u>	<u>Value</u>
<b>LONG-TERM INVESTMENTS — 96.0% (Continued)</b>		
<b>COMMON STOCKS — 91.3% (Continued)</b>		
<b><u>GERMANY — 4.5%</u></b>		
<b>Medical/Nursing Services — 1.9%</b>		
Fresenius Medical Care AG & Co. KGaA .....	34,675	\$ 1,449,699
<b>Packaged Software — 2.6%</b>		
SAP SE .....	13,300	2,047,153
<b>Total Germany</b> .....		<u>3,496,852</u>
<b><u>HONG KONG — 2.3%</u></b>		
<b>Tools &amp; Hardware — 2.3%</b>		
Techtronic Industries Co. Ltd. ....	153,000	1,823,009
<b><u>IRELAND — 3.1%</u></b>		
<b>Airlines — 3.1%</b>		
Ryanair Holdings PLC — SP-ADR <sup>(a)</sup> .....	18,000	2,400,480
<b><u>JAPAN — 8.6%</u></b>		
<b>Building Products — 0.5%</b>		
Sanwa Holdings Corp. ....	23,710	358,449
<b>Chemicals: Specialty — 1.7%</b>		
NOF Corp. ....	26,700	1,324,551
<b>Computer Processing Hardware — 4.9%</b>		
Sony Group Corp. ....	40,700	3,851,560
<b>Electronic Equipment/Instruments — 1.5%</b>		
Yokogawa Electric Corp. ....	61,000	1,159,486
<b>Total Japan</b> .....		<u>6,694,046</u>
<b><u>JERSEY — 6.8%</u></b>		
<b>Wholesale Distributors — 6.8%</b>		
Ferguson PLC .....	28,000	5,362,768
<b><u>LUXEMBOURG — 5.7%</u></b>		
<b>Discount Stores — 5.7%</b>		
B&M European Value Retail S.A. ....	627,700	4,475,781
<b><u>NETHERLANDS — 2.6%</u></b>		
<b>Medical Specialties — 2.6%</b>		
Koninklijke Philips N.V. <sup>(a)</sup> .....	85,400	1,998,546
<b><u>SINGAPORE — 2.2%</u></b>		
<b>Major Banks — 2.2%</b>		
DBS Group Holdings Ltd. ....	68,200	1,724,698
<b><u>SWITZERLAND — 7.3%</u></b>		
<b>Food: Specialty/Candy — 1.5%</b>		
Barry Callebaut AG .....	675	1,139,521

FMI International Fund II – Currency Unhedged  
**SCHEDULE OF INVESTMENTS (Continued)**  
December 31, 2023 (Unaudited)

	<u>Shares</u>	<u>Value</u>
<b>LONG-TERM INVESTMENTS — 96.0% (Continued)</b>		
<b>COMMON STOCKS — 91.3% (Continued)</b>		
<b><u>SWITZERLAND — 7.3% (Continued)</u></b>		
<b>Medical Distributors — 2.1%</b>		
DKSH Holding AG . . . . .	24,150	\$ 1,677,743
<b>Pharmaceuticals: Major — 3.7%</b>		
Roche Holding AG . . . . .	9,850	2,863,332
<b>Total Switzerland . . . . .</b>		<u>5,680,596</u>
<b><u>UNITED STATES — 4.3%</u></b>		
<b>Other Consumer Services — 4.3%</b>		
Booking Holdings Inc. <sup>(a)</sup> . . . . .	950	3,369,859
<b>TOTAL COMMON STOCKS (Cost \$59,965,283) . . . . .</b>		<u>71,401,030</u>
<b>PREFERRED STOCK — 4.7%</b>		
<b><u>SOUTH KOREA — 4.7%</u></b>		
<b>Telecommunications Equipment — 4.7%</b>		
Samsung Electronics Co. Ltd. . . . .	76,000	3,662,175
<b>TOTAL PREFERRED STOCK (Cost \$3,294,592) . . . . .</b>		<u>3,662,175</u>
<b>TOTAL LONG-TERM INVESTMENTS (Cost \$63,259,875) . . . . .</b>		<u>75,063,205</u>
<b>SHORT-TERM INVESTMENT — 3.6%</b>		
<b>Money Market Fund — 3.6%</b>		
First American Treasury Obligations Fund — Class X, 5.29% <sup>(b)</sup> . . . . .	2,816,853	2,816,853
<b>TOTAL SHORT-TERM INVESTMENT (Cost \$2,816,853) . . . . .</b>		<u>2,816,853</u>
<b>TOTAL INVESTMENTS — 99.6% (Cost \$66,076,728) . . . . .</b>		77,880,058
Other Assets in Excess of Liabilities — 0.4% . . . . .		305,663
<b>TOTAL NET ASSETS — 100.0% . . . . .</b>		<u>\$78,185,721</u>

Percentages are stated as a percent of net assets.

PLC Public Limited Company

SP-ADR Sponsored American Depositary Receipt

<sup>(a)</sup> Non-income producing security.

<sup>(b)</sup> The rate shown represents the 7-day effective yield as of December 31, 2023.

## PERFORMANCE AND DISCLOSURE INFORMATION

## Performance for Period Ended December 31, 2023 (Unaudited)

FMI FUND / INDEX	Average Annual Total Returns						
	3 Months <sup>(1)</sup>	1 Year	3 Year	5 Year	10 Year	Since Inception <sup>(1)</sup>	Inception Date
Common Stock – Investor Class	12.04%	24.87%	15.35%	15.17%	9.64%	11.88%	12-18-81
Russell 2000 Index	14.03%	16.93%	2.22%	9.97%	7.16%	9.93%	12-18-81
Russell 2000 Value Index	15.26%	14.65%	7.94%	10.00%	6.76%	11.28%	12-18-81
Common Stock – Institutional Class	12.08%	25.03%	15.48%	15.31%	N/A	12.69%	10-31-16
Russell 2000 Index	14.03%	16.93%	2.22%	9.97%	7.16%	9.17%	10-31-16
Russell 2000 Value Index	15.26%	14.65%	7.94%	10.00%	6.76%	8.42%	10-31-16
Large Cap – Investor Class	13.13%	21.08%	7.07%	10.84%	9.11%	9.02%	12-31-01
S&P 500 Index	11.69%	26.29%	10.00%	15.69%	12.03%	8.79%	12-31-01
iShares Russell 1000 Value ETF	9.50%	11.36%	8.68%	10.71%	8.22%	7.54%	12-31-01
Large Cap – Institutional Class	13.17%	21.23%	7.20%	10.99%	N/A	10.73%	10-31-16
S&P 500 Index	11.69%	26.29%	10.00%	15.69%	12.03%	13.97%	10-31-16
iShares Russell 1000 Value ETF	9.50%	11.36%	8.68%	10.71%	8.22%	9.16%	10-31-16
International – Investor Class	6.27%	21.81%	7.72%	7.92%	6.16%	7.72%	12-31-10
MSCI EAFE (LOC)	4.96%	16.16%	8.64%	9.49%	6.61%	7.24%	12-31-10
MSCI EAFE (LOC) Value	2.95%	17.04%	12.47%	8.46%	5.58%	6.46%	12-31-10
MSCI EAFE (USD)	10.42%	18.24%	4.02%	8.16%	4.28%	5.16%	12-31-10
MSCI EAFE (USD) Value	8.22%	18.95%	7.59%	7.08%	3.16%	4.33%	12-31-10
International – Institutional Class	6.28%	21.96%	7.86%	8.07%	N/A	6.57%	10-31-16
MSCI EAFE (LOC)	4.96%	16.16%	8.64%	9.49%	6.61%	7.75%	10-31-16
MSCI EAFE (LOC) Value	2.95%	17.04%	12.47%	8.46%	5.58%	6.79%	10-31-16
MSCI EAFE (USD)	10.42%	18.24%	4.02%	8.16%	4.28%	6.94%	10-31-16
MSCI EAFE (USD) Value	8.22%	18.95%	7.59%	7.08%	3.16%	5.96%	10-31-16
International II – Currency Unhedged – Institutional Class	9.46%	21.75%	3.20%	N/A	N/A	3.39%	12-31-19
MSCI EAFE (USD)	10.42%	18.24%	4.02%	8.16%	4.28%	4.95%	12-31-19
MSCI EAFE (USD) Value	8.22%	18.95%	7.59%	7.08%	3.16%	4.94%	12-31-19

<sup>(1)</sup> Returns for periods less than one year are not annualized.

*Performance data quoted represents past performance; past performance does not guarantee future results. Investment return and principal value of an investment will fluctuate so that an investor's shares, when redeemed, may be worth more or less than their original cost. Current performance of a Fund may be lower or higher than the performance quoted. Performance data current to the most recent month end may be obtained by visiting [www.fmifunds.com](http://www.fmifunds.com) or by calling 1-800-811-5311. The returns do not reflect the deduction of taxes that a shareholder would pay on Fund distributions or the redemption of Fund shares.*

Securities named in the Letter to Shareholders, but not listed in the Schedules of Investments are not held in the Funds as of the date of this disclosure. Portfolio holdings are subject to change without notice and are not intended as recommendations of individual securities.

This report is not authorized for use as an offer of sale or a solicitation of an offer to buy shares of the Funds unless accompanied or preceded by the Funds' current prospectus.



## PERFORMANCE AND DISCLOSURE INFORMATION (Continued)

As of the Funds' Prospectus dated January 31, 2023, the annual operating expense ratios for the Investor Class of FMI Common Stock Fund, FMI Large Cap Fund and FMI International Fund are: 1.00%, 0.84% and 0.94%, respectively. The annual operating expense ratios for the Institutional Class of FMI Common Stock Fund, FMI Large Cap Fund, FMI International Fund and FMI International Fund II – Currency Unhedged are: 0.89%, 0.70%, 0.81% and 0.90%\*, respectively.

\* Note that the annual operating expenses for the Institutional Class of FMI International Fund II – Currency Unhedged are 1.15% before the investment adviser's voluntary reimbursement such that annual fund operating expenses do not exceed 0.90%, which will continue at least through January 31, 2024.

Risks associated with investing in the Funds are as follows:

FMI Common Stock Fund: Stock Market Risk, Medium and Small Capitalization Companies Risks (which includes the potential for greater volatility and less financial resources than Large-Cap Companies), Value Investing Risk, Foreign Securities Risk (fluctuation of currency, different financial standards, and political instability), Liquidity Risk, and Tax Law Change Risk.

FMI Large Cap Fund: Stock Market Risk, Medium and Large Capitalization Companies Risks, Value Investing Risk, Foreign Securities Risk (fluctuation of currency, different financial standards, and political instability), Liquidity Risk, and Tax Law Change Risk.

FMI International Fund: Stock Market Risk, Value Investing Risk, Foreign Securities Risk (fluctuation of currency, different financial standards, and political instability), Geographic Concentration Risk, Currency Hedging Risk, Large Capitalization Companies Risk, Liquidity Risk, and Tax Law Change Risk.

FMI International Fund II – Currency Unhedged: Stock Market Risk, Value Investing Risk, Foreign Securities Risk (fluctuation of currency, different financial standards, and political instability), Geographic Concentration Risk, Large Capitalization Companies Risk, Liquidity Risk, and Tax Law Change Risk.

For details regarding these risks, please refer to the Funds' Summary or Statutory Prospectuses dated January 31, 2023.

The Standard and Poor's 500 Index (S&P 500) consists of 500 selected common stocks, most of which are listed on the New York Stock Exchange. The S&P's Ratings Group designates the stocks to be included in the Index on a statistical basis. A particular stock's weighting in the Index is based on its relative total market value (i.e., its market price per share times the number of shares outstanding). Stocks may be added or deleted from the Index from time to time.

The iShares Russell 1000 Value ETF seeks to track investment results of an index composed of large- and mid-capitalization U.S. equities that exhibit value characteristics. Performance is compared to the iShares Russell 1000 Value ETF for illustrative purposes only. The metrics regarding the comparative ETF have been obtained from Bloomberg and the returns are calculated assuming all dividends are reinvested. The ETF is not subject to the same fees or expenses as the Fund. The Fund is not restricted to investing in those securities which comprise the ETF. The Fund's performance may or may not correlate to the ETF, and it should not be considered a proxy for the ETF.

The Russell 1000 Index measures the performance of the 1,000 largest companies in the Russell 3000 Index which comprises the 3,000 largest U.S. companies based on total market capitalization. The Russell 1000 Value Index includes equities that exhibit value characteristics and the Russell 1000 Growth Index includes equities that exhibit growth characteristics.

The Russell 2000 Index measures the performance of the 2,000 smallest companies in the Russell 3000 Index. The Russell 2000 Value Index includes equities that exhibit value characteristics and the Russell 2000 Growth Index includes equities that exhibit growth characteristics.

The MSCI EAFE Index (Europe, Australasia, Far East) is a free float-adjusted market capitalization index that is designed to measure the equity market performance of developed markets, excluding the U.S. and Canada. The MSCI EAFE Index consists of the following 21 developed market country indices: Australia, Austria, Belgium, Denmark, Finland, France, Germany, Hong Kong, Ireland, Israel, Italy, Japan, the Netherlands, New Zealand, Norway, Portugal, Singapore, Spain, Sweden, Switzerland and the United Kingdom. Index results are inclusive of dividends and net of foreign withholding taxes. The reported figures include reinvestment of dividends and capital gains distributions and do not reflect any fees or expenses.

The MSCI EAFE Value Index captures large and mid cap securities exhibiting overall value style characteristics across Developed Markets countries around the world, excluding the U.S. and Canada. The value investment style characteristics for index construction are defined using three variables: book value to price, 12-month forward earnings to price and dividend yield.

The MSCI EAFE Index and MSCI EAFE Value Index are calculated in local currency (LOC) as well as in U.S. Dollars (USD). The concept of a LOC calculation excludes the impact of currency fluctuations. All currencies of listing are considered in the Index calculation in LOC where current prices (t) and previous day prices (t-1) are converted into USD using the same exchange rate (exchange rate t-1) in the numerator and denominator. As a consequence, the FX factor drops out of the equation. The USD calculation includes exchange rates at t and t-1. Therefore, the LOC calculation only represents the price appreciation or depreciation of the securities, whereas the USD calculation also accounts for the performance of the currency (or currencies) relative to the USD.

The MSCI EAFE Growth Index captures large and mid cap securities exhibiting overall growth style characteristics across Developed Markets countries around the world, excluding the U.S. and Canada. The growth investment style characteristics for index construction are defined using five variables: long-term forward EPS growth rate, short-term forward EPS growth rate, current internal growth rate and long-term historical EPS growth trend and long-term historical sales per share growth trend.

The MSCI ACWI ETF seeks to track the investment results of the MSCI ACWI, which is a free float-adjusted market capitalization index designed to measure the combined equity market performance of developed and emerging markets countries. The Underlying Index includes large- and mid-capitalization companies. Underlying Index consisted of securities from the following countries or regions: Australia, Austria, Belgium, Brazil, Canada, Chile, China, Colombia, Czech Republic, Denmark, Egypt, Finland, France, Germany, Greece, Hong Kong, Hungary, India, Indonesia, Ireland, Israel, Italy, Japan, Kuwait, Malaysia, Mexico, the Netherlands, New Zealand, Norway, Peru, the Philippines, Poland, Portugal, Qatar, Saudi Arabia, Singapore, South Africa, South Korea, Spain, Sweden, Switzerland, Taiwan, Thailand, Turkey, the United Arab Emirates, the United Kingdom (the "U.K.") and the U.S. (together, the "ACWI countries").

MSCI EAFE is a service mark of MSCI Barra.

All indices are unmanaged. These indices are used herein for comparative purposes in accordance with the Securities and Exchange Commission regulations. It is not possible to invest directly into an index.

**GLOSSARY**

**GDP — Gross Domestic Product** – Gross Domestic Product is the monetary value of all finished goods and services produced within a country’s borders in a specific time period.

**P/E ratio — Price-to-earnings ratio** is the ratio for valuing a company that measures its current share price relative to its per-share earnings. The trailing P/E ratio is calculated by dividing the current share price by per-share earnings over the previous 12 months and the forward P/E ratio estimates likely per-share earnings over the next 12 months.

**ROC — Return on Capital** is a financial ratio that can be used to assess a company's profitability and capital efficiency. In other words, this ratio can help to understand how well a company is generating profits from its capital.

Reference definitions found at [Investopedia.com](https://www.investopedia.com)

---

---

FMI Common Stock Fund

FMI Large Cap Fund

FMI International Fund

FMI International Fund II -  
Currency Unhedged

790 North Water Street, Suite 2100  
Milwaukee, Wisconsin 53202  
[www.fmifunds.com](http://www.fmifunds.com)  
414-226-4555

**BOARD OF DIRECTORS**

ROBERT C. ARZBAECHER  
JONATHAN T. BLOOM  
JOHN S. BRANDSER  
LAWRENCE J. BURNETT

PATRICK J. ENGLISH  
REBECCA W. HOUSE  
PAUL S. SHAIN  
ROBERT J. VENABLE

**INVESTMENT ADVISER**

FIDUCIARY MANAGEMENT, INC.  
790 North Water Street, Suite 2100  
Milwaukee, Wisconsin 53202

**ADMINISTRATOR, ACCOUNTANT, TRANSFER  
AGENT AND DIVIDEND DISBURSING AGENT**

U.S. BANCORP FUND SERVICES, LLC  
615 East Michigan Street  
Milwaukee, Wisconsin 53202  
800-811-5311 or 414-765-4124

**CUSTODIAN**

U.S. BANK, N.A.  
Milwaukee, Wisconsin

**INDEPENDENT REGISTERED  
PUBLIC ACCOUNTING FIRM**

COHEN & COMPANY, LTD.  
Milwaukee, Wisconsin

**DISTRIBUTOR**

FORESIDE FINANCIAL SERVICES, LLC  
Portland, Maine

**LEGAL COUNSEL**

FOLEY & LARDNER LLP  
Milwaukee, Wisconsin



**FMI Funds, Inc.**

**1-800-811-5311**  
**[www.fmifunds.com](http://www.fmifunds.com)**

---

---