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SEMIANNUAL REPORT
March 31, 2013

FMI Focus Fund (FMIOX)

A NO-LOAD MUTUAL FUND

FMI Focus Fund

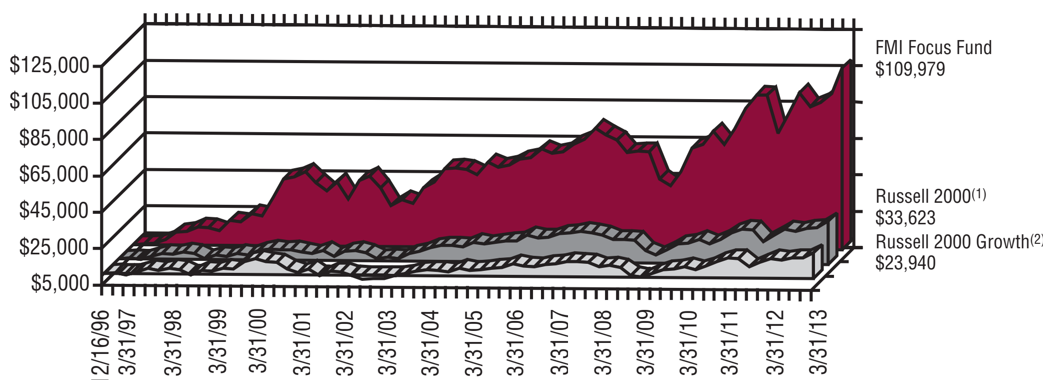
Richard J. Whiting   Richard E. Lane, CFA   Aaron J. Garcia, CFA   Faraz Farzam, CFA
Investment Management Team

March 31, 2013

Dear Fellow Shareholders:

For the quarter ended March 31, 2013, the FMI Focus Fund (FMIOX) reported a gain of 14.82% against a gain of 12.39% by the Russell 2000 Index and a gain of 13.21% by the Russell 2000 Growth Index. For the fiscal year-to-date, FMIOX reported a gain of 20.96% against a gain of 14.48% by the Russell 2000 Index and a gain of 13.72% by the Russell 2000 Growth Index.

THE VALUE OF A $10,000 INVESTMENT IN THE FMI FOCUS FUND FROM ITS INCEPTION (12/16/96) TO 3/31/13 AS COMPARED TO THE RUSSELL 2000(1) AND THE RUSSELL 2000 GROWTH(2)



Results From Fund Inception (12/16/96) Through 3/31/13

	Total Return* Last 3 Months	Total Return* For the Year Ended 3/31/13	Annualized Total Return* For the 5 Years Ended 3/31/13	Annualized Total Return* For the 10 Years Ended 3/31/13	Annualized Total Return* Through 3/31/13 From Fund Inception 12/16/96
FMI Focus Fund	14.82%	14.45%	11.92%	12.48%	15.86%
Russell 2000	12.39%	16.30%	8.24%	11.52%	7.73%
Russell 2000 Growth	13.21%	14.52%	9.04%	11.61%	5.51%

(1) The Russell 2000 Index measures the performance of the 2,000 smallest companies in the Russell 3000 Index which comprises the 3,000 largest U.S. companies based on total market capitalization.

(2) The Russell 2000 Growth Index measures the performance of those Russell 2000 companies with higher price-to-book ratios and higher forecasted growth values.

An investment cannot be made directly into an index.

* *Total return includes change in share prices and in each case includes reinvestments of any dividends, interest and capital gain distributions. 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 the 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 or by calling 1-800-811-5311. The graph and the table do not reflect the deduction of taxes that a shareholder would pay on Fund distributions or the redemption of Fund shares.*

Welcome to the Roller Coaster – Rick Lane, CFA

The past several years have been quite hard on investors, particularly in small-cap land. In recent shareholder letters we have discussed the pattern of the past several years of a strong first half followed by a weak second half. This pattern was much more pronounced in 2011 but occurred again to a lesser extent in 2012. In each case, economic data early in the year suggested an impending economic rebound only to be reversed as the year went on.

This has been partially a statistical fluke based on comparisons of the significant contraction in 2009 and partially a stop-start “recovery” that hasn’t gained much traction. The equity markets essentially mirrored this economic cadence and small capitalization stocks were particularly whipped around. In our previous letter we postulated that this cycle might be on the verge of changing, that with the uncertainty of the election finally behind us, the economy was poised to break out of its torpor. With another quarter under our belt, our conviction has increased. Below we discuss why, incorporating how our portfolio is positioned for what we see ahead.

There are certain segments of the U.S. economy clearly leading the upturn, none more obvious than housing. On March 26, Case/Schiller reported their closely followed price index of 21 cities was up over 8% year-over-year in January, the strongest price gain since 2006. Housing starts are approaching one million units on an annual basis, having fallen below 500,000 in the depths of the downturn. There is actually a shortage of existing homes for sale as investors are scooping up perceived bargains. First time home buying is the next leg in the chain and seems quite likely given better job growth, enormous pent up demand and record favorable first time buyer economics (reasonable prices and cheap financing). Traditional economic cycle analysis also shows the commercial real estate building cycle nearly always follows the residential building cycle by 12 to 24 months. The two cycles touch many parts of the economy and could easily add two to three percentage points to economic growth over the next several years. Our direct housing-related investments include Beacon Roofing Supply Inc. (BECN), Gibraltar Industries Inc. (ROCK), Leggett & Platt Inc. (LEG), Masco Corp. (MAS), MGIC Investment Corp. (MTG), Mobile Mini Inc. (MINI), and Regal-Beloit Corp. (RBC). Indirect plays include Astec Industries Inc. (ASTE), Brunswick Corp. (BC), Rockwood Holdings Inc. (ROC), and Winnebago Industries Inc. (WGO). Why include a boat builder and an RV manufacturer? Both are tightly correlated with the housing market because owners/buyers often use home equity loans for financing. We also should mention Trex Co. Inc. (TREX), the decking manufacturer, was a very strong performer and was sold earlier this year.

Auto sales are benefiting from pent up demand. For several years prior to the downturn, sales ran at approximately the 16 to 17 million units before plunging to a low of 10 million units in 2009. This year, we estimate something on the order of 15 million units on its way to perhaps 16 million units or so in 2014 and 2015. Unfortunately, we have limited investments in the automotive industries – Modine Manufacturing Co. (MOD) and Gentex Corp. (GNTX). We couldn’t get comfortable with most of the direct plays given European exposure and poor balance sheets but we continue to look!

The United States is also experiencing an energy infrastructure build out based on the enormous shale oil and gas discoveries. This build out, from the wells themselves to processing plants and pipelines are important in and of themselves, but the knock on effects are driving perhaps even greater economic benefits. The low cost of natural gas, at around $3.50 to $4.00 per million cubic feet (mcf), compares to as much as $14 per mcf in Europe and more than $16 in Asia, is creating enormous economic advantages for our petro-chemical industry not to mention lower input prices for many other industries. There are multiple large-capital projects in the works from ethylene and fertilizer plants on down the polymer food chain. Although controversial, we believe gas exports in the form of LNG (liquefied natural gas) may be forthcoming and entail yet more pipelines, processing and liquefaction plants (compressing natural gas into liquid for transportation). While difficult to quantify, the low cost oil and gas are contributing to the nascent manufacturing renaissance across the board here in the U.S. Combined with low unit labor cost growth over the past ten years (reminiscent of Germany), manufacturing in our country is staging a significant comeback. This is quite a swing from the previous cycle of outsourcing and offshoring! Furthermore, these are higher paying jobs helping to create the virtuous circle of higher income and higher spending across the entire economy. In our portfolio, Chicago Bridge & Iron Co. N.V. NYS (CBI), Dynamic Materials Corp. (BOOM), Foster Wheeler AG (FWLT), G & K Services Inc. (GK), Patterson-UTI Energy Inc. (PTEN), Rowan Companies PLC (RDC), Terex Corp. (TEX), Unit Corp. (UNT), and Whiting Petroleum Corp. (WLL) all stand to benefit from these trends.

The commercial aerospace market is yet another very strong subsector. Boeing and Airbus Industries have been rolling out new generations of aircraft to an airline industry with a very old fleet. Both companies’ extensive backlogs lend excellent visibility to this industry for a handful of years to come. The aftermarket seems to be picking up cyclically as well, so we could see several years of strength in both OE (original equipment) and spare parts. Our investments here include BE Aerospace Inc. (BEAV), and Hexcel Corp. (HXL).

Finally, temporary help, an age-old reliable harbinger of better times, has been quite robust for some time now. Temps are typically first hired and first fired and this cycle is proving to have legs as employers struggle with meeting ObamaCare mandates (which kick in once a company employs over 50 workers). We may end up with a nation of 50 employee firms supplemented by temps. The current cycle may easily prove to be one of the strongest temporary help cycles ever. We see temp penetration of the U.S. labor force hitting new highs. Notwithstanding health care coverage mandates incentivizing the use of temps, many of our own portfolio companies tell us that any further pickup in business will lead to breaking the no hire logjam we have witnessed so far this recovery. Indeed, recent labor reports have really accelerated and that is encouraging. Portfolio companies include Kforce Inc. (KFRC), ManpowerGroup (MAN), Robert Half International Inc. (RHI), and TrueBlue Inc. (TBI).

We are clearly feeling better about the U.S. economy while keeping a close eye on European and Chinese developments. There is no question that the extraordinarily easy money policies employed worldwide have driven interest rates to abnormally low levels and in their wake made equities relatively attractive versus the alternatives. At some future point, the Fed will likely have to mop up the excess liquidity and allow interest rates to rise. That day will be a real test for stocks, but it seems unlikely to happen in the near-term. That said, we are searching for companies that will benefit from rising rates. We have made several investments here already, including Comerica Inc. (CMA) and Zions Bancorporation (ZION).

We would like to finish the discussion by throwing a note of caution to investors near-term. While the previous review waxed bullish about the prospects of our portfolio companies, the market has run very hard the past six months (FMIOX is up 20.96%). At some point a correction is inevitable and that would likely prove a better opportunity to get more equity exposure. Below we review in detail select portfolio companies.

Fifth & Pacific Companies Inc. (FNP) – Faraz Farzam, CFA

Our Consumer sector investments performed admirably during the first quarter led by a standout 52% quarterly return delivered by Fifth and Pacific Companies Inc. (FNP). We have written about this investment several times in the past, although under its old name LIZ Claiborne. Investors are finally recognizing the underlying value of the brand portfolio in Fifth and Pacific, especially the crown jewel, Kate Spade New York. One of the fastest growing accessible luxury brands in North America, if not globally, in 2012 Kate Spade delivered an eye popping 29% growth in same store sales and total sales growth of nearly 50%. It is not just about sales growth either! Although in its infancy, the brand has a very profitable financial profile.

We continue to like the future prospects of Fifth & Pacific. In March, the company held its first ever investor day specifically for Kate Spade and articulated a cohesive and plausible vision to grow this brand to nearly $2 billion in revenue by 2016. As we discussed in our December 2011 letter, Fifth & Pacific owns Lucky Brand Jeans and Juicy Couture. The management team at Fifth & Pacific is committed to maximizing shareholder value. We would not be surprised if the management team would seek to unlock value by selling either the Juicy Couture or Lucky Brand Jeans line.

Technology – a Mixed Bag – Faraz Farzam, CFA

Broadly speaking, the performance of our technology holdings was mixed. We had some standout returns in our semiconductor names. Power Integrations Inc. (POWI) and Cree Inc. (CREE), both delivering nearly 30% returns for the quarter driven by the cyclical recovery that Rick spoke about above. However, we had very disappointing results in VeriFone Systems Inc. (PAY). Put simply, we were dead wrong on this holding and have decided to pare our losses.

While we sold Cree in its entirety for a handsome return, we initiated a new position in ON Semiconductor Corp. (ONNN). ON Semiconductor is an analog chip vendor with good exposure to the recovering automotive sector, but that's not the reason we are excited about this opportunity. ON Semiconductor is in the process of a dramatic restructuring and cost cutting initiative, especially in its Japanese facilities, that are poised to dramatically improve the profitability of the company irrespective of macroeconomic conditions. Due to its attractive automotive exposure, and end market that continues to heal nicely from the depths of the Great Recession, a little help from the topline will mean substantial earnings power that is currently unrecognized in the share price. ONNN is a free cash flow machine and is using that cash generation to pay down debt and eventually deliver a handsome dividend to shareholders.

Terex Corp. (TEX) – Rick Whiting

We met with the management of Terex (TEX) the day after their analyst presentation in New York and reaffirmed our belief that the company has not only a cyclical wind at its back, but the portfolio of products and the balance sheet discipline to maximize the opportunity. Terex manufactures a variety of construction and material-handling equipment, but the bulk of their revenue and earnings fall into two buckets, aerial work platforms and cranes.

Aerial work platforms, commercial-grade "cherry pickers," have performed nicely over the last several quarters as rental houses, contractors and plant managers have refreshed their fleets. The strength in orders has not yet reflected meaningful growth in the fleet, but rather a refresh cycle. The demand to date has been predominately for the maintenance and repair of existing structures and does not yet reflect a vibrant increase in participation from residential and commercial construction. The second major bucket in the TEX portfolio is their crane business. These cranes include wheel-based road and rough-terrain cranes, tower cranes, crawler (track-based) cranes, and with their recent acquisition of a controlling interest in DeMag, bridge cranes for ports.

There has been a rebound in the housing market, and while not yet a return to the halcyon days of peak housing starts, the pent up demand is profound and has the potential to add to demand for a number of years. As previously noted, past housing cycles have been followed by a commercial construction cycle with a 12 to 24 month lag. What we find particularly exciting about a commercial construction cycle is the depth and breadth of industrial projects that may unfold as a result of the United States enjoying a natural gas based competitive advantage in certain segments of industry. Engineering and Construction companies see some 30 or more chemical and fertilizer plants in the hopper. While we do not predicate our TEX investment on all of these plants coming to fruition, clearly any part of that build out would be an opportunity for nearly all of the Terex portfolio and most meaningfully the higher margin large crawler cranes.

The company recently estimated that their earnings would reach $5.00 per share in 2015. There are assumptions in that forecast that would require a rebound in U.S. economic and commercial activity, participation in emerging markets and no further deterioration in European markets. There is certainly a host of moving parts that the company has no ability to directly control. However, management has been disciplined. They have surpassed and increased their estimate of the costs that could be taken out of the business post-DeMag acquisition. They have reduced debt and interest expense with more room to travel on that road, and have actively reviewed their portfolio of products and markets exiting those that do not offer a competitive advantage.

Mobile Mini Inc. (MINI) – Aaron Garcia, CFA

Mobile Mini is a long-term investment in our portfolio that has enjoyed a strong bout of performance to start 2013. The company provides mobile storage solutions, such as mobile offices and portable storage, utilizing a proprietary locking mechanism to a variety of end markets. Mobile Mini rents these containers on a monthly basis. The business model is extremely attractive with very strong incremental margins on the utilization of its national fleet and very high returns on capital due to the low cost of maintenance on the containers and very modest capital intensity.

The 2008 recession was particularly hard on Mobile Mini due to the drop off in demand in the commercial and residential real estate markets which were strong customers in the previous cycle. The containers make excellent temporary secure storage for valuable equipment. Also, the mobile offices are very useful as contractor headquarters. As we are seeing a pickup in construction demand, we believe Mobile Mini should be poised to increase margins back up to normalized levels through increasing fleet utilization, which is still low.

Mobile Mini has also announced the selection of a new CEO, Erik Olsson, who will be replacing Steven Bunger. Mr. Bunger announced his retirement in October 2012. We had been comfortable with Mr. Bunger's job as CEO, but we are very excited to welcome Mr. Olsson to the team. We are familiar with Erik Olsson from his tenure as CEO of RSC Holdings Inc. As investors in RSC, we benefited from Mr. Olsson's strong shareholder return philosophy and operational excellence. Mobile Mini is well run, but there have been some execution issues in the national sales force that we believe Mr. Olsson will be quick to address. We also think his industry expertise in the construction rental market will benefit the stakeholders in Mobile Mini.

Thank you for continuing to invest in the FMI Focus Fund.

Sincerely,

Richard E. Lane, CFA	Faraz Farzam, CFA	Aaron J. Garcia, CFA	Richard J. Whiting

Investment Management Team

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

As of the Fund's Prospectus dated January 31, 2013, the Fund's annual operating expense ratio is 1.26%.

For more information about the FMI Focus Fund, call 1-800-811-5311 for a free Prospectus or Summary Prospectus. Please read these Prospectuses carefully to consider the investment objectives, risks, charges and expenses, before investing or sending money. These Prospectuses contain this and more information about the FMI Focus Fund. Please read the Prospectus or Summary Prospectus carefully before investing.

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

Risks associated with investing in the Fund are: Stock Market Risk, Small and Medium Capitalization Companies Risks, Value Investing Risk, Leverage Risk, Options Writing and Selling Risk, and Short Sales Risk. For details regarding these risks, please refer to the Fund's Prospectus or Summary Prospectus dated January 31, 2013.

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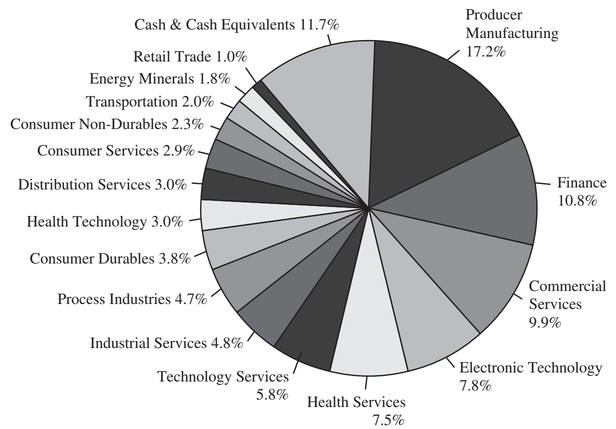
As a shareholder of the Fund you incur ongoing costs, including management fees and other Fund expenses. You do not incur transaction costs such as sales charges (loads) on purchase payments, reinvested dividends, or other distributions; redemption fees; and exchange fees because the Fund does not charge these fees. This example is intended to help you understand your ongoing costs (in dollars) of investing in FMI Focus Fund and to compare these costs with the ongoing costs of investing in other mutual funds.

The example is based on an investment of $1,000 invested at the beginning of the period and held for the entire period from October 1, 2012 to March 31, 2013.

Industry Sectors as of March 31, 2013



Actual Expenses

The first line of the table below provides information about actual account values and actual expenses. You may use the information in this line, together with the amount you invested, to estimate the expenses that you paid over the period. Simply divide your account value by $1,000 (for example, an $8,600 account value divided by $1,000 = 8.6), then multiply the result by the number in the first line under the heading entitled "Expenses Paid During Period" to estimate the expenses you paid on your account during this period.

In addition to the costs highlighted and described below, the only Fund transaction costs you might currently incur would be wire fees ($15 per wire), if you choose to have proceeds from a redemption wired to your bank account instead of receiving a check. Additionally, U.S. Bank charges an annual processing fee ($15) if you maintain an IRA account with the Fund. To determine your total costs of investing in the Fund, you would need to add any applicable wire or IRA processing fees you've incurred during the period to the costs provided in the example at the end of this article.

Hypothetical Example for Comparison Purposes

The second line of the table below provides information about hypothetical account values and hypothetical expenses based on the Fund's actual expense ratio and an assumed rate of return of 5% per year before expenses, which is not the Fund's actual return. The hypothetical account values and expenses may not be used to estimate the actual ending account balance or expenses you paid for the period. You may use this information to compare the ongoing costs of investing in the Fund and other funds. To do so, compare this 5% hypothetical example with the 5% hypothetical examples that appear in the shareholder reports of the other funds.

Please note that the expenses shown in the table are meant to highlight your ongoing costs only and do not reflect any transactional costs, such as sales charges (loads), redemption fees or exchange fees. Therefore, the second line of the table is useful in comparing ongoing costs only, and will not help you determine the relative total costs of owning different funds. In addition, if these transactional costs were included, your costs would have been higher.

	Beginning Account Value 10/01/12	Ending Account Value 3/31/13	Expenses Paid During Period* 10/01/12-3/31/13
FMI Focus Fund Actual	$1,000.00	$1,209.60	$7.00
Hypothetical (5% return before expenses)	$1,000.00	$1,018.60	$6.39

* Expenses are equal to the Fund's annualized expense ratio 1.27%, multiplied by the average account value over the period, multiplied by 182/365 (to reflect the one-half year period between October 1, 2012 and March 31, 2013).

STATEMENT OF ASSETS AND LIABILITIES

March 31, 2013 (Unaudited)

ASSETS:	
Investments in securities, at value (cost $525,050,861)	$682,094,385
Cash	37,068,178
Receivable from investments sold	4,404,254
Receivables from shareholders for purchases	1,513,816
Dividends receivable	356,225
Other receivable	226,665
Prepaid expenses	50,819
Total assets	$725,714,342
LIABILITIES:	
Payable to brokers for investments purchased	$ 10,950,913
Payable to adviser for management fees	557,957
Payable to shareholders for redemptions	318,473
Other liabilities	161,090
Total liabilities	11,988,433
NET ASSETS:	
Capital Stock, $0.0001 par value; 100,000,000 shares authorized; 20,063,702 shares outstanding	536,510,010
Undistributed net investment loss	(2,702,433)
Net unrealized appreciation on investments	157,043,524
Accumulated net realized gain on investments	22,874,808
Net assets	713,725,909
Total liabilities and net assets	$725,714,342
CALCULATION OF NET ASSET VALUE PER SHARE:	
Net asset value, offering and redemption price per share ($713,725,909 ÷ 20,063,702 shares outstanding)	$ 35.57

The accompanying notes to financial statements are an integral part of this statement.

SCHEDULE OF INVESTMENTS

March 31, 2013 (Unaudited)

Shares		Cost	Value
COMMON STOCKS — 88.3% (a)			
COMMERCIAL SERVICES SECTOR — 9.9%			
	Advertising/Marketing Services — 3.4%		
728,400	Interpublic Group of Cos. Inc.	$ 3,320,436	$ 9,491,052
914,722	MDC Partners Inc.	11,927,697	14,791,055
		15,248,133	24,282,107
	Miscellaneous Commercial Services — 1.7%		
140,480	Cardtronics Inc.*	1,746,846	3,857,581
174,226	G & K Services Inc.	5,643,151	7,929,025
		7,389,997	11,786,606
	Personnel Services — 4.8%		
236,100	Kforce Inc.	3,419,336	3,864,957
122,000	ManpowerGroup	4,717,810	6,919,840
330,411	Robert Half International Inc.	9,030,980	12,400,325
523,920	TrueBlue Inc.*	7,491,957	11,075,669
		24,660,083	34,260,791
CONSUMER DURABLES SECTOR — 3.8%			
	Home Furnishings — 0.8%		
171,500	Leggett & Platt Inc.	3,924,310	5,793,270
	Recreational Products — 3.0%		
261,700	Brunswick Corp.	5,295,517	8,955,374
608,934	Winnebago Industries Inc.*	5,237,877	12,568,398
		10,533,394	21,523,772
CONSUMER NON-DURABLES SECTOR — 2.3%			
	Apparel/Footwear — 2.3%		
869,728	Fifth & Pacific Cos. Inc.*	6,050,792	16,420,465
CONSUMER SERVICES SECTOR — 2.9%			
	Hotels/Resorts/Cruiselines — 1.2%		
262,400	Royal Caribbean Cruises Ltd.	5,930,095	8,716,928
	Other Consumer Services — 1.7%		
138,700	HomeAway Inc.*	3,318,197	4,507,750
211,100	Sotheby's	6,267,343	7,897,251
		9,585,540	12,405,001
DISTRIBUTION SERVICES SECTOR — 3.0%			
	Electronics Distributors — 1.9%		
166,392	Arrow Electronics Inc.*	3,909,361	6,758,843
228,700	ScanSource Inc.*	6,235,934	6,453,914
		10,145,295	13,212,757
	Medical Distributors — 0.3%		
63,848	Patterson Cos. Inc.	1,234,668	2,428,778
	Wholesale Distributors — 0.8%		
148,037	Beacon Roofing Supply Inc.*	3,127,263	5,723,110

Shares		Cost	Value
COMMON STOCKS — 88.3% (a) (Continued)			
ELECTRONIC TECHNOLOGY SECTOR — 7.8%			
	Aerospace & Defense — 3.5%		
71,500	BE Aerospace Inc.*	$ 2,489,766	$ 4,310,735
709,679	Hexcel Corp.*	11,063,523	20,587,788
		13,553,289	24,898,523
	Computer Communications — 0.7%		
56,102	F5 Networks Inc.*	4,840,000	4,997,566
	Electronic Production Equipment — 1.2%		
165,900	Lam Research Corp.*	5,904,447	6,878,214
67,600	MKS Instruments Inc.	1,786,208	1,838,720
		7,690,655	8,716,934
	Semiconductors — 1.9%		
1,035,900	ON Semiconductor Corp.*	8,178,681	8,577,252
122,311	Power Integrations Inc.	4,166,847	5,309,520
		12,345,528	13,886,772
	Telecommunications Equipment — 0.5%		
201,000	Ciena Corp.*	2,829,271	3,218,010
ENERGY MINERALS SECTOR — 1.8%			
	Oil & Gas Production — 1.8%		
92,253	Unit Corp.*	4,482,398	4,202,124
164,365	Whiting Petroleum Corp.*	7,794,221	8,356,317
		12,276,619	12,558,441
FINANCE SECTOR — 10.8%			
	Finance/Rental/Leasing — 2.0%		
473,537	Mobile Mini Inc.*	8,722,481	13,936,194
	Insurance Brokers/Services — 0.8%		
144,300	Arthur J. Gallagher & Co.	3,957,879	5,961,033
	Life/Health Insurance — 0.6%		
66,900	Reinsurance Group of America Inc.	1,818,680	3,991,923
	Major Banks — 0.4%		
81,100	Comerica Inc.	2,284,559	2,915,545
	Regional Banks — 5.6%		
564,586	Associated Banc-Corp.	8,289,128	8,576,061
199,903	CoBiz Financial Inc.	1,227,759	1,615,216
125,838	Columbia Banking System Inc.	2,399,538	2,765,919
354,800	First Midwest Bancorp Inc.	4,584,369	4,711,744
238,600	Hancock Holding Co.	7,376,284	7,377,512
139,916	Sandy Spring Bancorp Inc.	1,969,988	2,812,312
491,500	Zions Bancorporation	8,871,596	12,282,585
		34,718,662	40,141,349
	Savings Banks — 0.2%		
53,700	MB Financial Inc.	1,108,202	1,297,929
	Specialty Insurance — 1.2%		
1,731,525	MGIC Investment Corp.*	6,292,582	8,571,049

Shares		Cost	Value
COMMON STOCKS — 88.3% (a) (Continued)			
HEALTH SERVICES SECTOR — 7.5%			
	Health Industry Services — 7.0%		
404,901	HealthSouth Corp.*	$ 6,466,692	$ 10,677,239
912,200	MedAssets Inc.*	11,956,612	17,559,850
265,000	Omnicare Inc.	9,422,517	10,790,800
272,784	PAREXEL International Corp.*	6,253,910	10,777,696
		34,099,731	49,805,585
	Medical/Nursing Services — 0.5%		
152,600	VCA Antech Inc.*	3,103,991	3,584,574
HEALTH TECHNOLOGY SECTOR — 3.0%			
	Biotechnology — 1.2%		
372,060	Meridian Bioscience Inc.	6,492,053	8,490,409
	Medical Specialties — 1.8%		
214,800	Align Technology Inc.*	6,576,552	7,197,948
527,857	NxStage Medical Inc.*	5,988,583	5,954,227
		12,565,135	13,152,175
INDUSTRIAL SERVICES SECTOR — 4.8%			
	Contract Drilling — 1.9%		
295,400	Patterson-UTI Energy Inc.	4,695,501	7,042,336
178,600	Rowan Companies PLC*	4,707,521	6,315,296
		9,403,022	13,357,632
	Engineering & Construction — 2.9%		
242,900	Chicago Bridge & Iron Co. N.V. NYS	5,846,071	15,084,090
260,109	Foster Wheeler AG*	6,057,720	5,943,491
		11,903,791	21,027,581
PROCESS INDUSTRIES SECTOR — 4.7%			
	Chemicals: Major Diversified — 1.5%		
244,550	Celanese Corp.	8,379,602	10,772,427
	Chemicals: Specialty — 1.0%		
111,068	Rockwood Holdings Inc.	6,041,468	7,268,290
	Containers/Packaging — 0.9%		
274,800	Sealed Air Corp.	4,707,921	6,625,428
	Industrial Specialties — 1.3%		
223,172	Polypore International Inc.*	8,412,433	8,967,051
PRODUCER MANUFACTURING SECTOR — 17.2%			
	Auto Parts: OEM — 2.0%		
441,900	Gentex Corp.	8,069,447	8,842,419
610,474	Modine Manufacturing Co.*	7,507,649	5,555,313
		15,577,096	14,397,732
	Building Products — 1.3%		
468,400	Masco Corp.	8,061,224	9,485,100

Shares		Cost	Value
COMMON STOCKS — 88.3% (a) (Continued)			
PRODUCER MANUFACTURING SECTOR — 17.2% (Continued)			
	Electrical Products — 2.8%		
312,450	Greatbatch Inc.*	$ 6,964,797	$ 9,332,881
453,344	Molex Inc. — Cl A	7,788,644	10,934,657
		14,753,441	20,267,538
	Industrial Conglomerates — 1.4%		
128,477	SPX Corp.	7,926,580	10,144,544
	Industrial Machinery — 2.8%		
291,800	Kennametal Inc.	11,489,759	11,391,872
103,300	Regal-Beloit Corp.	6,950,874	8,425,148
		18,440,633	19,817,020
	Metal Fabrication — 1.7%		
394,894	Dynamic Materials Corp.	7,207,296	6,871,156
285,299	Gibraltar Industries Inc.*	4,451,652	5,206,707
		11,658,948	12,077,863
	Miscellaneous Manufacturing — 1.9%		
242,700	Crane Co.	9,635,466	13,557,222
	Trucks/Construction/Farm Machinery — 3.3%		
98,824	Astec Industries Inc.	3,204,919	3,451,922
211,008	Columbus McKinnon Corp.*	3,674,697	4,061,904
388,018	Douglas Dynamics Inc.	5,216,606	5,362,409
131,600	Terex Corp.*	3,072,528	4,529,672
249,500	Twin Disc Inc.	6,075,555	6,257,460
		21,244,305	23,663,367
RETAIL TRADE SECTOR — 1.0%			
	Apparel/Footwear Retail — 1.0%		
192,873	Urban Outfitters Inc.*	5,400,355	7,471,900
TECHNOLOGY SERVICES SECTOR — 5.8%			
	Data Processing Services — 1.0%		
136,800	Global Payments Inc.	5,993,025	6,793,488
	Internet Software/Services — 1.0%		
155,314	LogMeIn Inc.*	5,011,655	2,985,135
61,000	OpenTable Inc.*	2,520,186	3,841,780
		7,531,841	6,826,915
	Packaged Software — 3.8%		
121,302	Aspen Technology Inc.*	2,459,050	3,916,842
246,300	Informatica Corp.*	6,885,825	8,489,961
476,119	PTC Inc.*	6,766,181	12,136,273
125,800	TIBCO Software Inc.*	2,529,788	2,543,676
		18,640,844	27,086,752

SCHEDULE OF INVESTMENTS (Continued)

March 31, 2013 (Unaudited)

Shares or Principal Amount		Cost	Value
COMMON STOCKS — 88.3% (a) (Continued)			
TRANSPORTATION SECTOR — 2.0%			
	Air Freight/Couriers — 1.7%		
119,000	Con-way Inc.	$ 3,173,960	$ 4,189,990
543,000	UTI Worldwide Inc.	8,054,938	7,862,640
		11,228,898	12,052,630
	Trucking — 0.3%		
125,650	Swift Transportation Co.*	1,606,489	1,781,717
	Total common stocks	473,076,269	630,119,793
SHORT-TERM INVESTMENTS — 7.3% (a)			
	Commercial Paper — 6.3%		
$20,000,000	Abbey National North America LLC, 0.20%, due 04/01/13	20,000,000	20,000,000
25,000,000	Abbey National North America LLC, 0.18%, due 04/08/13	24,999,125	24,999,125
	Total commercial paper	44,999,125	44,999,125
	Variable Rate Demand Note — 1.0%		
6,975,467	U.S. Bank, N.A., 0.00%	6,975,467	6,975,467
	Total short-term investments	51,974,592	51,974,592
	Total investments — 95.6%	$525,050,861	682,094,385
	Other assets, less liabilities — **4.4% (a)**		31,631,524
	TOTAL NET ASSETS — 100.0%		$713,725,909

* Non-income producing security.

(a) Percentages for the various classifications relate to net assets.

NYS – New York Registered Shares

PLC – Public Limited Company

The accompanying notes to financial statements are an integral part of this schedule.

STATEMENT OF OPERATIONS

For the Six Month Period Ending March 31, 2013 (Unaudited)

INCOME:	
Dividends	$ 2,773,703
Interest	8,944
Total income	2,782,647
EXPENSES:	
Management fees	3,153,194
Transfer agent fees	476,965
Administration and accounting services	199,545
Printing and postage expense	64,637
Professional fees	21,874
Registration fees	19,996
Board of Directors fees	18,948
Custodian fees	18,526
Other expenses	23,442
Total expenses	3,997,127
NET INVESTMENT LOSS	(1,214,480)
NET REALIZED GAIN ON INVESTMENTS	32,367,349
NET CHANGE IN UNREALIZED APPRECIATION (DEPRECIATION) ON INVESTMENTS	89,774,784
NET GAIN ON INVESTMENTS	122,142,133
NET INCREASE IN NET ASSETS RESULTING FROM OPERATIONS	$120,927,653

The accompanying notes to financial statements are an integral part of this statement.

STATEMENTS OF CHANGES IN NET ASSETS

For the Six Month Period Ending March 31, 2013 (Unaudited) and For the Year Ended September 30, 2012

	2013	2012
OPERATIONS:		
Net investment loss	$ (1,214,480)	$ (1,869,768)
Net realized gain on investments	32,367,349	19,447,084
Net increase in unrealized appreciation on investments	89,774,784	84,926,743
Net increase in net assets from operations	120,927,653	102,504,059
DISTRIBUTIONS TO SHAREHOLDERS:		
Distributions from net realized gains ($0.847 and $1.199 per share, respectively)	(16,810,686)	(20,612,169)
FUND SHARE ACTIVITIES:		
Proceeds from shares issued (2,666,611 and 7,242,183 shares, respectively)	86,453,402	216,329,245
Net asset value of shares issued in distributions reinvested (555,062 and 704,646 shares, respectively)	16,262,495	20,068,950
Cost of shares redeemed (3,599,510 and 4,536,577 shares, respectively)	(111,647,672)	(134,681,768)
Net (decrease) increase in net assets derived from Fund share activities	(8,931,775)	101,716,427
TOTAL INCREASE	95,185,192	183,608,317
NET ASSETS AT THE BEGINNING OF THE PERIOD	618,540,717	434,932,400
NET ASSETS AT THE END OF THE PERIOD (Includes undistributed net investment loss of ($2,702,433) and ($1,487,953), respectively)	$ 713,725,909	$ 618,540,717

FINANCIAL HIGHLIGHTS

(Selected data for each share of the Fund outstanding throughout each period)

	(Unaudited) For the Six Month Period Ending March 31, 2013	Years Ended September 30, 2012	2011	2010	2009	2008
PER SHARE OPERATING PERFORMANCE:						
Net asset value, beginning of period	$30.26	$25.54	$26.37	$22.72	$28.34	$34.83
Income from investment operations:						
Net investment (losses) income	(0.06)	(0.10)	(0.15)	(0.11)	0.02	(0.11)
Net realized and unrealized gains (losses) on investments	6.22	6.02	(0.68)	3.79	(0.65)	(3.98)
Total from investment operations	6.16	5.92	(0.83)	3.68	(0.63)	(4.09)
Less distributions:						
Distributions from net investment income	—	—	—	(0.03)	—	—
Distributions from net realized gains	(0.85)	(1.20)	—	—	(4.99)	(2.40)
Total from distributions	(0.85)	(1.20)	—	(0.03)	(4.99)	(2.40)
Net asset value, end of period	$35.57	$30.26	$25.54	$26.37	$22.72	$28.34
TOTAL RETURN	20.96%*	23.48%	(3.15%)	16.21%	3.52%	(12.58%)
RATIOS/SUPPLEMENTAL DATA:						
Net assets, end of period (in 000's $)	713,726	618,541	434,932	424,027	403,999	593,176
Ratio of expenses to average net assets	1.27%**	1.26%	1.26%	1.30%	1.40%	1.53%
Ratio of net investment (loss) income to average net assets	(0.39%)**	(0.34%)	(0.48%)	(0.47%)	0.12%	(0.37%)
Portfolio turnover rate	40%	55%	78%	59%	58%	72%

* Not annualized.
** Annualized.

The accompanying notes to financial statements are an integral part of this statement.

(1) **Summary of Significant Accounting Policies —**

The following is a summary of significant accounting policies of the FMI Focus Fund (the "Fund"), a series of FMI Funds, Inc. (the "Company") which is registered as a diversified, open-end management investment company under the Investment Company Act of 1940 (the "Act"), as amended. The Company was incorporated under the laws of Maryland on September 5, 1996 and the Fund commenced operations on December 16, 1996. The assets and liabilities of each Fund in the Company are segregated as a shareholder's interest is limited to the Fund in which the shareholder owns shares. The investment objective of the Fund is to seek capital appreciation principally through investing in common stock.

(a) Each security, excluding short-term investments, is valued at the last sale price reported by the principal security exchange on which the issue is traded. Securities that are traded on the Nasdaq Markets are valued at the Nasdaq Official Closing Price or if no sale is reported, at the latest bid price. Securities which are traded over-the-counter are valued at the latest bid price. Securities sold short which are listed on a national securities exchange or the Nasdaq Stock Market but which were not traded on the valuation date are valued at the most recent ask price. Unlisted equity securities for which market quotations are readily available are valued at the most recent bid price. Options purchased or written by the Fund are valued at the average of the current bid and asked prices. Securities for which quotations are not readily available are valued at fair value as determined by the investment adviser or the sub-adviser in accordance with procedures approved by the Board of Directors. The fair value of a security is the amount which the Fund might reasonably expect to receive upon a current sale. The fair value of a security may differ from the last quoted price and the Fund may not be able to sell a security at the fair value. Market quotations may not be available, for example, if trading in particular securities was halted during the day and not resumed prior to the close of trading on the New York Stock Exchange. As of March 31, 2013 there were no securities that were internally fair valued. Variable rate demand notes are recorded at par value which approximates market value. Short-term investments with maturities of 60 days or less are valued at amortized cost which approximates value. For financial reporting purposes, investment transactions are recorded on the trade date.

The Fund applies the provisions of the Financial Accounting Standards Board ("FASB") Accounting Standards Codification "Fair Value Measurements and Disclosures" Topic 820 ("ASC 820"), which defines fair value as the price that would be received to sell an asset or paid to transfer a liability (i.e., the "exit price") in an orderly transaction between market participants at the measurement date.

In determining fair value, the Fund uses various valuation approaches. ASC 820 establishes a fair value hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by generally requiring that the most observable inputs be used when available. Observable inputs are those that market participants would use in pricing the asset or liability based on market data obtained from sources independent of the Fund. Unobservable inputs reflect the Fund's assumptions about the inputs market participants would use in pricing the asset or liability developed based on the best information available in the circumstances. The inputs or methodologies used for valuing securities are not necessarily an indication of the risks associated with investing in those securities.

The fair value hierarchy is categorized into three levels based on the inputs as follows:

Level 1 — Valuations based on unadjusted quoted prices in active markets for identical assets.

Level 2 — Valuations based on quoted prices for similar securities or in markets that are not active or for which all significant inputs are observable, either directly or indirectly.

Level 3 — Valuations based on inputs that are unobservable and significant to the overall fair value measurement.

The following table summarizes the Fund's investments as of March 31, 2013, based on the inputs used to value them:

Valuation Inputs	Investments in Securities
Level 1 — Common Stocks	$630,119,793
Level 2 — Short-Term Commercial Paper	44,999,125
Short-Term Variable Rate Demand Note	6,975,467
Total Level 2	51,974,592
Level 3 —	—
Total	$682,094,385

It is the Fund's policy to recognize transfers between levels at the end of the quarterly reporting period. There were no transfers between levels during the period ending March 31, 2013.

See the Schedule of Investments for investments detailed by industry classification.

(1) **Summary of Significant Accounting Policies — (Continued)**

(b) Net realized gains and losses on sales of securities are computed on the identified cost basis.

(c) Dividend income is recorded on the ex-dividend date. Interest income is recorded on an accrual basis.

(d) The Fund has investments in short-term variable rate demand notes, which are unsecured instruments. The Fund may be susceptible to credit risk with respect to these notes to the extent the issuer defaults on its payment obligation. The Fund's policy is to monitor the creditworthiness of the issuer and nonperformance by these issuers is not anticipated.

(e) The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates.

(f) No provision has been made for Federal income taxes since the Fund has elected to be taxed as a "regulated investment company" and intends to distribute substantially all net investment company taxable income and net capital gains to its shareholders and otherwise comply with the provisions of the Internal Revenue Code applicable to regulated investment companies.

(g) The Fund has reviewed all open tax years and major jurisdictions, which include Federal and the state of Maryland, and concluded that there are no significant uncertain tax positions that would require recognition in the financial statements. Open tax years are those that are open for exam by taxing authorities and, as of March 31, 2013, open Federal tax years include the tax years ended September 30, 2009 through 2012. The Fund has no examinations in progress and is also not aware of any tax positions for which it is reasonably possible that the total amounts of unrecognized tax benefits will significantly change in the next twelve months.

(h) GAAP requires that permanent differences between income for financial reporting and tax purposes be reclassified in the capital accounts. During the fiscal year ended September 30, 2012, the reclassifications were as follows:

Undistributed Net Investment Income	Accumulated Net Realized Gain/(Loss)	Paid In Capital
$381,815	$ —	$(381,815)

(2) Investment Adviser and Management Agreement and Transactions With Related Parties —

The Fund has a management agreement with Fiduciary Management, Inc. ("FMI"), with whom certain officers and directors of the Fund are affiliated, to serve as investment adviser and manager. Under the terms of the current agreement, the Fund will pay FMI a monthly management fee at an annual rate of 1.00% of the daily net assets. The Fund is responsible for paying its proportionate share of the compensation, benefits and expenses of its Chief Compliance Officer. For administrative convenience, FMI initially makes these payments and is later reimbursed by the Fund.

FMI entered into a sub-advisory agreement with Broadview Advisors, LLC, with whom a certain director of the Fund is affiliated, to assist it in the day-to-day management of the Fund. Broadview Advisors, LLC, determines which securities will be purchased, retained or sold for the Fund. FMI pays Broadview Advisors, LLC 0.85% of the first $500 million of the average daily net assets of the Fund and 0.80% of the Fund's average daily net assets in excess of $500 million.

Under the management agreement, FMI will reimburse the Fund for expenses over 2.75% of the daily net assets of the Fund. No such reimbursements were required for the six month period ended March 31, 2013.

The Fund has entered into a Distribution Plan (the "Plan"), pursuant to Rule 12b-1 under the Act. The Plan provides that the Fund may incur certain costs which may not exceed the lesser of a monthly amount equal to 0.25% of the Fund's daily net assets or the actual distribution costs incurred during the year. Amounts payable under the Plan are paid monthly for any activities or expenses primarily intended to result in the sale of shares of the Fund. For the six month period ending March 31, 2013, no such expenses were incurred.

Under the Fund's organizational documents, each director, officer, employee or other agent of the Fund (including the Fund's investment manager) is indemnified, to the extent permitted by the Act, against certain liabilities that may arise out of performance of their duties to the Fund. Additionally, in the normal course of business, the Fund enters into contracts that contain a variety of indemnification clauses. The Fund's maximum exposure under these arrangements is unknown as this would involve future claims that may be made against the Fund that have not yet occurred. However, the Fund has not had prior claims or losses pursuant to these contracts and believes the risk of loss to be remote.

At March 31, 2013, one financial intermediary is the record owner of approximately 36% of the Fund's shares.

(3) Credit Agreement —

U.S. Bank, N.A. has made available to the Fund a $66,000,000 credit facility pursuant to a Credit Agreement ("Agreement") effective November 18, 2002 for the purpose of having cash available to satisfy redemption requests and to purchase portfolio securities. Principal and interest of such loan under the Agreement are due not more than 20 days after the date of the loan. Amounts under the credit facility bear interest at a rate per annum equal to the current prime rate minus one percent on the amount borrowed. Advances will be collateralized by securities owned by the Fund. During the six month period ending March 31, 2013, the Fund did not borrow against the Agreement. The Credit Agreement is renewable annually on June 5.

(4) Distribution to Shareholders —

Net investment income and net realized gains, if any, are distributed to shareholders at least annually.

(5) Investment Transactions —

For the six month period ending March 31, 2013, purchases and proceeds of sales of investment securities (excluding short-term investments) were $221,550,833 and $220,425,193, respectively.

(6) Income Tax Information —

The following information for the Fund is presented on an income tax basis as of September 30, 2012:

Cost of Investments	Gross Unrealized Appreciation	Gross Unrealized Depreciation	Net Unrealized Appreciation on Investments	Distributable Ordinary Income	Distributable Long-Term Capital Gains
$537,613,919	$88,208,343	$(28,635,492)	$59,572,851	$ —	$15,014,034

The difference between the cost amount for financial statement and federal income tax purposes is due primarily to timing differences in recognizing certain gains and losses in security transactions.

On December 22, 2010, the Regulated Investment Company Modernization Act of 2010 (the "RIC Act") was enacted, which changed various technical rules governing the tax treatment of RICs. The changes are generally effective for taxable years beginning after the date of enactment. Capital losses incurred in taxable years beginning after the date of enactment may now be carried forward indefinitely, and retain the character of the original loss. Post-enactment losses must be utilized prior to pre-enactment losses. Under pre-enactment law, capital losses could be carried forward for up to eight years, and carried forward as short-term capital loss, irrespective of the character of the original loss. The RIC Act now allows RICs to elect to "push" to the first day of the next taxable year all or part of any late year ordinary loss, which is defined as the sum of the specified post-October losses and other post-December ordinary losses, over the specified post-October gains and other post-December ordinary gains. This reduces the circumstances under which a RIC might be required to file amended Forms 1099 to restate previously reported distributions.

The tax components of dividends paid during the years ended September 30, 2012 and 2011, capital loss carryovers, which may be used to offset future capital gains, subject to Internal Revenue Code limitations, tax basis post-October losses as of September 30, 2012, which are not recognized for tax purposes until the first day of the following fiscal year, and late year ordinary losses are:

September 30, 2012					September 30, 2011	
Ordinary Income Distributions	Long-Term Capital Gains Distributions	Capital Loss Carryovers	Post-October Losses	Late Year Losses	Ordinary Income Distributions	Long-Term Capital Gains Distributions
$ —	$20,612,169	$ —	$ —	$(1,487,953)	$ —	$ —

Since there were no ordinary distributions paid for the Fund for the year ended September 30, 2012, there were no distributions designated as qualifying for the dividends received deduction for corporate shareholders nor as qualified dividend income under the Jobs and Growth Tax Relief Act of 2003 (Unaudited).

ADVISORY AGREEMENT

On December 21, 2012, the Board of Directors of FMI Funds, Inc. ("Directors") approved the continuation of the FMI Focus Fund's investment advisory agreement with Fiduciary Management, Inc. ("FMI") and its sub-advisory agreement with Broadview Advisors, LLC ("Broadview"). Prior to approving the continuation of the agreements, the Directors considered:

- the nature, extent and quality of the services provided by FMI and Broadview
- the investment performance of the Fund
- the cost of the services to be provided and profits to be realized by FMI and Broadview from their relationship with the Fund
- the extent to which economies of scale would be realized as the Fund grew and whether fee levels reflect any economies of scale
- the expense ratio of the Fund
- the manner in which portfolio transactions for the Fund were conducted, including the use of soft dollars

In considering the nature, extent and quality of the services provided by FMI and Broadview, the Directors reviewed a report describing the portfolio management, shareholder communication and servicing, prospective shareholder assistance and regulatory compliance services provided by FMI and Broadview to the Fund. The Directors concluded that FMI and Broadview were providing essential services to the Fund. In particular, the Directors concluded that FMI and Broadview were preparing reports to shareholders in addition to those required by law, and were providing services to the Fund that were in addition to the services investment advisers typically provided to non-mutual fund clients.

The Directors compared the performance of the Fund to benchmark indices over various periods of time and concluded that the performance of the Fund warranted the continuation of the agreements.

In concluding that the advisory fees payable by the Fund were reasonable, the Directors reviewed a report that concluded that the profits FMI realized with respect to the Fund expressed as a percentage of pre-tax revenues were generally comparable to that of publicly traded investment advisers. The Directors also reviewed reports comparing the Fund's expense ratio and advisory fee paid by the Fund to those of other comparable mutual funds and concluded that the advisory fee paid by the Fund and the Fund's expense ratio were within the range of comparable mutual funds. The Directors noted that the investment advisory fee was not adjusted if the Fund grew, but did not consider that factor to be significant because of the other factors considered.

Finally, the Directors reviewed reports discussing the manner in which portfolio transactions for the Fund were conducted, including the use of soft dollars. Based on these reports, the Directors concluded that the research obtained by Broadview was beneficial to the Fund and that Broadview was executing the Fund's portfolio transactions in a manner designed to obtain best execution for the Fund.

ADDITIONAL INFORMATION

For additional information about the Directors and Officers or for a description of the policies and procedures that the Fund uses to determine how to vote proxies relating to portfolio securities, please call (800) 811-5311 and request a Statement of Additional Information. One will be mailed to you free of charge. The Statement of Additional Information is also available on the website of the Securities and Exchange Commission (the "Commission") at http://www.sec.gov. Information on how the Fund voted proxies relating to portfolio securities is available on the Fund's website at http://www.fmifunds.com or the website of the Commission no later than August 31 for the prior 12 months ending June 30. The Fund files its complete schedule of portfolio holdings with the Commission for the first and third quarters of each fiscal year on Form N-Q. The Fund's Form N-Q is available on the Commission's website. The Fund's Form N-Q may be reviewed and copied at the Commission's Public Reference Room in Washington, D.C., and that information on the operation of the Public Reference Room may be obtained by calling 1-800-SEC-0330.