

SECURITIES AND EXCHANGE COMMISSION

FORM 497

Definitive materials filed under paragraph (a), (b), (c), (d), (e) or (f) of Securities Act Rule 497

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FILER

FPA PERENNIAL FUND INC

CIK:[732041](#) | IRS No.: [953901760](#) | State of Incorp.:**MD** | Fiscal Year End: **1231**
Type: **497** | Act: **33** | File No.: [002-87607](#) | Film No.: [13699957](#)

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(FPA PERENNIAL FUND, INC. LETTERHEAD)
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VIA EDGAR

March 19, 2013

Securities and Exchange Commission
ATTN: Filing Desk, Stop 1-4
100 F Street, N.E.
Washington, DC 20549

RE: FPA Perennial Fund, Inc. ("Registrant")
1933 Act File No. 2-87607
1940 Act File No. 811-3896

Dear Commissioners:

Enclosed for filing and pursuant to Rule 497 under the Securities Act of 1933 are exhibits containing an XBRL interactive data file relating to the prospectus for the Registrant dated April 30, 2012.

The purpose of this filing is to submit an XBRL interactive data file in the manner provided by Rule 405 of Regulation S-T, General Instruction C.3(g) of Form N-1A, and Rule 497.

If you have any questions or comments concerning this filing, please contact the undersigned.

Very truly yours,

/s/ Sherry Sasaki

Sherry Sasaki
Secretary

Encs.

Label	Element	Value
<u>Risk/Return:</u>	rr_RiskReturnAbstract	
<u>Prospectus Date</u>	rr_ProspectusDate	Apr. 30, 2012

FPA PERENNIAL FUND, INC.

SUPPLEMENT DATED MARCH 1, 2013, TO PROSPECTUS DATED APRIL 30, 2012

The Board of Directors of FPA Perennial Fund, Inc. (the “Fund”), has approved the elimination of all front-end sales charges effective for purchases of Fund shares beginning April 1, 2013. In addition, beginning April 1, 2013, Fund shares will no longer be subject to deferred sales charges if redeemed within one year of purchase. Also, effective on that date, all purchases of shares of the Fund will be processed at net asset value on the trade date.

Effective on April 1, 2013, references to front-end sales charges and deferred sales charges will be deleted from the Fund’s Prospectus and the Prospectus will be revised as described below.

The Section in the Fund’s Prospectus entitled “Fees and Expenses of the Fund.” is deleted and replaced as follows:

Fees and Expenses of the Fund.

This table describes the fees and expenses that you may pay if you buy and hold shares of the Fund.

Shareholder Fees (fees paid directly from your investment)

Shareholder Fees	FPA Perennial Fund, Inc.
<u>Maximum Sales Charge (Load) Imposed on Purchases (as a percentage of offering price)</u>	none
<u>Maximum Deferred Sales Charge (Load) (as a percentage of original sales price or redemption proceeds, as applicable)</u>	none
<u>Redemption Fee (as a percentage of amount redeemed)</u>	[1] 2.00%
<u>Exchange Fee</u>	none

[1] Redemptions by wire are subject to a \$3.50 charge per wire. Your broker-dealer may charge you a fee for redemptions.

Annual Fund Operating Expenses (expenses that are deducted from Fund assets)

Annual Fund Operating Expenses	FPA Perennial Fund, Inc.
<u>Management Fees</u>	0.65%
<u>Distribution (12b-1) Fees</u>	none
<u>Other Expenses</u>	0.35%
<u>Other Expenses</u>	0.25%
<u>Financial Services</u>	0.10%
<u>Total Annual Fund Operating Expenses</u>	1.00%

Example

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

Expense Example (USD \$)	FPA Perennial Fund, Inc.
<u>One year</u>	102
<u>Three years</u>	318

[Five years](#)

552

[Ten years](#)

1,225

The Section in the Fund's Prospectus under "Performance Information" entitled "Average Annual Total Returns (for the periods ended December 31, 2011)" is deleted and replaced as follows so that front-end sales charges are no longer reflected or deducted:

Average Annual Total Returns (for the periods ended December 31, 2011)

Average Annual Returns	Average Annual Returns, 1 Year	Average Annual Returns, 5 Years	Average Annual Returns, 10 Years
FPA Perennial Fund, Inc.	(3.78%)	3.01%	6.91%
FPA Perennial Fund, Inc. After Taxes on Distributions	[1](3.78%)	2.63%	6.48%
FPA Perennial Fund, Inc. After Taxes on Distributions and Sale of Fund Shares	[1](3.22%)	2.48%	5.95%
FPA Perennial Fund, Inc. Russell 2500 (reflects no deductions for fees, expenses or taxes)	(2.51%)	1.24%	6.57%
FPA Perennial Fund, Inc. Lipper Mid-Cap Core Fund Average (reflects no deductions for sales charges or taxes)	(3.62%)	1.17%	5.32%

[1] After-tax returns are calculated using the historical highest individual federal marginal income tax rates and do not reflect the impact of state and local taxes. Actual after-tax returns depend upon an investor's tax situation and may differ from those shown. After-tax returns presented here are not relevant to investors who hold their Fund shares through tax-deferred arrangements, such as 401(k) plans or IRAs.

Label	Element	Value
Risk/Return: Supplement [Text Block]	rr_RiskReturnAbstract	<p>FPA PERENNIAL FUND, INC.</p> <p>SUPPLEMENT DATED MARCH 1, 2013, TO PROSPECTUS DATED APRIL 30, 2012</p> <p>The Board of Directors of FPA Perennial Fund, Inc. (the “Fund”), has approved the elimination of all front-end sales charges effective for purchases of Fund shares beginning April 1, 2013. In addition, beginning April 1, 2013, Fund shares will no longer be subject to deferred sales charges if redeemed within one year of purchase. Also, effective on that date, all purchases of shares of the Fund will be processed at net asset value on the trade date.</p> <p>Effective on April 1, 2013, references to front-end sales charges and deferred sales charges will be deleted from the Fund’s Prospectus and the Prospectus will be revised as described below.</p> <p>The Section in the Fund’s Prospectus entitled “Fees and Expenses of the Fund.” is deleted and replaced as follows:</p> <p>FPA Perennial Fund, Inc.</p> <p>Fees and Expenses of the Fund.</p> <p>This table describes the fees and expenses that you may pay if you buy and hold shares of the Fund. Shareholder Fees (fees paid directly from your investment)</p>
	ck0000732041_SupplementTextBlock	
Risk/Return [Heading]	rr_RiskReturnHeading	
Expense [Heading]	rr_ExpenseHeading	
Expense Narrative [Text Block]	rr_ExpenseNarrativeTextBlock	
Shareholder Fees Caption [Text]	rr_ShareholderFeesCaption	

[Operating Expenses Caption](#)
[Text]

rr_OperatingExpensesCaption

[Expenses Explanation of Nonrecurring Account Fee](#)
[Text]

rr_ExpensesExplanationOfNonrecurringAccountFee

[Expense Example](#)
[Heading]

rr_ExpenseExampleHeading

[Expense Example Narrative](#)
[Text Block]

rr_ExpenseExampleNarrativeTextBlock

[Performance Narrative](#)
[Text Block]

rr_PerformanceNarrativeTextBlock

[Index No Deduction for Fees, Expenses, Taxes](#)
[Text]

rr_IndexNoDeductionForFeesExpensesTaxes

[Performance Table Uses Highest Federal Rate](#)

rr_PerformanceTableUsesHighestFederalRate

Annual Fund Operating Expenses (expenses that are deducted from Fund assets)

Redemptions by wire are subject to a \$3.50 charge per wire. Your broker-dealer may charge you a fee for redemptions.

Example

This Example is intended to help you compare the cost of investing in the Fund with the cost of investing in other mutual funds. The Example assumes you invest \$10,000 in the Fund for the time periods indicated and then redeem all of your shares at the end of those periods. The Example also assumes that your investment has a 5% return each year and that the Fund's operating expenses remain the same.

Although your actual costs may be higher or lower, based on these assumptions your costs would be:

The Section in the Fund's Prospectus under "Performance Information" entitled "Average Annual Total Returns (for the periods ended December 31, 2011)" is deleted and replaced as follows so that front-end sales charges are no longer reflected or deducted:

(reflects no deductions for fees, expenses or taxes)

After-tax returns are calculated using the historical highest individual federal marginal income tax rates and do not reflect the impact of state and local taxes.

[Performance](#)
[Table Not](#)
[Relevant to](#)
[Tax Deferred](#)

rr_PerformanceTableNotRelevantToTaxDeferred

Actual after-tax returns depend upon an investor's tax situation and may differ from those shown. After-tax returns presented here are not relevant to investors who hold their Fund shares through tax-deferred arrangements, such as 401(k) plans or IRAs. Average Annual Total Returns (for the periods ended December 31, 2011)

[Caption](#)

rr_AverageAnnualReturnCaption

Russell 2500
(reflects no deductions for fees, expenses or taxes)

[Risk/](#)
[Return:](#)

rr_RiskReturnAbstract

[Average](#)
[Annual](#)
[Returns, 1](#)
[Year](#)

rr_AverageAnnualReturnYear01

(2.51%)

[Average](#)
[Annual](#)
[Returns, 5](#)
[Years](#)

rr_AverageAnnualReturnYear05

1.24%

[Average](#)
[Annual](#)
[Returns, 10](#)
[Years](#)

rr_AverageAnnualReturnYear10

6.57%

Lipper Mid-Cap Core Fund
Average
(reflects no deductions for sales charges or taxes)

[Risk/](#)
[Return:](#)

rr_RiskReturnAbstract

[Average](#)
[Annual](#)
[Returns, 1](#)
[Year](#)

rr_AverageAnnualReturnYear01

(3.62%)

Average Annual Returns, 5 Years	rr_AverageAnnualReturnYear05	1.17%	
Average Annual Returns, 10 Years	rr_AverageAnnualReturnYear10	5.32%	
FPA Perennial Fund, Inc.			
Risk/Return:	rr_RiskReturnAbstract		
Maximum Sales Charge (Load) Imposed on Purchases (as a percentage of offering price)	rr_MaximumSalesChargeImposedOnPurchasesOverOfferingPrice	none	
Maximum Deferred Sales Charge (Load) (as a percentage of original sales price or redemption proceeds, as applicable)	rr_MaximumDeferredSalesChargeOverOther	none	
Redemption Fee (as a percentage of Amount Redeemed)	rr_RedemptionFeeOverRedemption	(2.00%)	[1]
Exchange Fee	rr_ExchangeFeeOverRedemption	none	
Management Fees	rr_ManagementFeesOverAssets	0.65%	
Distribution (12b-1) Fees	rr_DistributionAndService12b1FeesOverAssets	none	
Component1 Other Expenses	rr_Component1OtherExpensesOverAssets	0.25%	
Financial Services	rr_Component2OtherExpensesOverAssets	0.10%	

Other Expenses	rr_OtherExpensesOverAssets	0.35%
Total Annual Fund Operating Expenses	rr_ExpensesOverAssets	1.00%
Expense Example, with Redemption, 1 Year	rr_ExpenseExampleYear01	102
Expense Example, with Redemption, 3 Years	rr_ExpenseExampleYear03	318
Expense Example, with Redemption, 5 Years	rr_ExpenseExampleYear05	552
Expense Example, with Redemption, 10 Years	rr_ExpenseExampleYear10	1,225
Average Annual Returns, 1 Year	rr_AverageAnnualReturnYear01	(3.78%)
Average Annual Returns, 5 Years	rr_AverageAnnualReturnYear05	3.01%
Average Annual Returns, 10 Years	rr_AverageAnnualReturnYear10	6.91%
FPA Perennial Fund, Inc. After Taxes on Distributions		
Risk/Return:	rr_RiskReturnAbstract	
Average Annual	rr_AverageAnnualReturnYear01	(3.78%)

[Returns, 1
Year](#)

[Average](#)

[Annual](#)

[Returns, 5](#)

[Years](#)

[Average](#)

[Annual](#)

[Returns, 10](#)

[Years](#)

FPA

Perennial

Fund, Inc. |

After Taxes

on

Distributions

and Sale of

Fund Shares

[Risk/](#)

[Return:](#)

[Average](#)

[Annual](#)

[Returns, 1](#)

[Year](#)

[Average](#)

[Annual](#)

[Returns, 5](#)

[Years](#)

[Average](#)

[Annual](#)

[Returns, 10](#)

[Years](#)

rr_AverageAnnualReturnYear05 2.63% [2]

rr_AverageAnnualReturnYear10 6.48% [2]

rr_RiskReturnAbstract

rr_AverageAnnualReturnYear01 (3.22%) [2]

rr_AverageAnnualReturnYear05 2.48% [2]

rr_AverageAnnualReturnYear10 5.95% [2]

[1] Redemptions by wire are subject to a \$3.50 charge per wire. Your broker-dealer may charge you a fee for redemptions.

[2] After-tax returns are calculated using the historical highest individual federal marginal income tax rates and do not reflect the impact of state and local taxes. Actual after-tax returns depend upon an investor's tax situation and may differ from those shown. After-tax returns presented here are not relevant to investors who hold their Fund shares through tax-deferred arrangements, such as 401(k) plans or IRAs.

**Document and Entity
Information**

**0 Months Ended
Mar. 01, 2013**

Risk/Return:

Document Type

Other

Document Period End Date

Mar. 01, 2013

Registrant Name

FPA PERENNIAL FUND INC

Central Index Key

0000732041

Amendment Flag

false

Document Creation Date

Mar. 01, 2013

Document Effective Date

Mar. 01, 2013

Prospectus Date

Apr. 30, 2012

FPA Perennial Fund, Inc. | FPA Perennial Fund, Inc. | FPA Perennial Fund, Inc.

Risk/Return:

Trading Symbol

fppfx