

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

AMERICAN BEACON FUNDS

CIK:[809593](#) | IRS No.: **000000000** | State of Incorp.:**MA** | Fiscal Year End: **1031**
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American Beacon The London Company Income Equity Fund

**Supplement Dated January 9, 2013
To the Prospectus dated December 31, 2012**

The information below supplements the Prospectus dated December 31, 2012, and is in addition to any other supplements.

In the “**Fees and Expenses of the Fund**” section, the Annual Fund Operating Expenses table is replaced with the following table:

Annual Fund Operating Expenses
(expenses that you pay each year as a percentage of the value of your investment)

| | A | C | Y | Institutional | Investor |
|---|--------------|--------------|--------------|----------------------|-----------------|
| Management fees | 0.45% | 0.45% | 0.45% | 0.45% | 0.45% |
| Distribution and/or service (12b-1) fees | 0.25% | 1.00% | 0.00% | 0.00% | 0.00% |
| Other expenses ¹ | 1.05% | 1.05% | 0.90% | 0.80% | 1.18% |
| Total annual fund operating expenses | 1.75% | 2.50% | 1.35% | 1.25% | 1.63% |
| Expense reduction and reimbursement | 0.46% | 0.46% | 0.46% | 0.46% | 0.46% |
| Total annual fund operating expenses after expense reduction and reimbursement² | 1.29% | 2.04% | 0.89% | 0.79% | 1.17% |

- (1) *Based on estimated expenses for the fiscal year ending August 31, 2013.*
- (2) *The Manager has contractually agreed to reduce fees and/or reimburse expenses for the A Class, C Class, Y Class, Institutional Class and Investor Class of the Fund through December 31, 2013 to the extent that Total Annual Fund Operating Expenses exceed 1.29% for the A Class, 2.04% for the C Class, 0.89% for the Y Class, 0.79% for the Institutional Class, and 1.17% for the Investor Class (excluding taxes, brokerage commissions, acquired fund fees and expenses and other extraordinary expenses such as litigation). The contractual expense arrangement can be changed by approval of a majority of the Fund’s Board of Trustees. The Manager can be reimbursed by the Fund for any contractual or voluntary fee reductions or expense reimbursements if reimbursement to the Manager (a) occurs within three years after the Manager’s own reduction or reimbursement and (b) does not cause the Total Annual Fund Operating Expenses of a class to exceed the percentage limit contractually agreed.*

In the “Fees and Expenses of the Fund” section, the Example table is replaced with the following table:

| Share classes | 1 year | 3 years |
|----------------------|---------------|----------------|
| A | \$699 | \$1,052 |
| C | \$307 | \$735 |
| Y | \$91 | \$382 |
| Institutional | \$81 | \$352 |
| Investor | \$119 | \$469 |

Assuming no redemption of shares:

| Share class | 1 year | 3 years |
|--------------------|---------------|----------------|
| C | \$207 | \$735 |

PLEASE RETAIN THIS SUPPLEMENT FOR FUTURE REFERENCE