

SECURITIES AND EXCHANGE COMMISSION

FORM 497

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HIGHMARK FUNDS /MA/

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HighMark Funds
Equity Funds
Fixed Income Funds
Asset Allocation Portfolios

Supplement dated January 28, 2013
To the Fiduciary Shares, Retail Shares and Class M Shares Prospectuses
dated December 1, 2012

This supplement provides new and additional information beyond the information already contained in each Prospectus and should be read in conjunction with the Prospectus.

Effective February 1, 2013, the portfolio manager of HighMark Cognitive Value Fund is Thomas J. Mudge III. George Y. Sokoloff no longer serves as a portfolio manager of the Fund. The Prospectus is hereby modified accordingly.

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HIGH11970020
HIGH11970010
HIGH12098546

HighMark Funds

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To Statement of Additional Information dated December 1, 2012**

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