

SECURITIES AND EXCHANGE COMMISSION

FORM 485BPOS

Post-effective amendments [Rule 485(b)]

Filing Date: 2024-11-29
SEC Accession No. 0000897069-24-002221

(HTML Version on secdatabase.com)

FILER

PERRITT FUNDS INC

CIK: 1286087 | IRS No.: 043788672 | State of Incorporation: MD
Type: 485BPOS | Act: 33 | File No.: 333-281786 | Film No.: 241514171

Mailing Address
300 S. WACKER DRIVE
SUITE 600
CHICAGO IL 60606

Business Address
300 S. WACKER DRIVE
SUITE 600
CHICAGO IL 60606
312-669-1650

U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM N-14/A

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Amendment No. 2 / / Pre-Effective Amendment No. ___ / X/ Post-Effective

PERRITT FUNDS, INC.

(Exact Name of Registrant as Specified in Charter)

300 South Wacker Drive, Suite 600, Chicago, Illinois 60606
(Address of Registrant's Principal Executive Offices)

(312) 669-1650
(Registrant's Telephone Number, Including Area Code)

Michael J. Corbett
Perritt Capital Management, Inc.
300 South Wacker Drive
Suite 600
Chicago, Illinois 60606
(Name and Address of Agent for Service)

Copies of all communications to:

Peter D. Fetzer
Foley & Lardner LLP
777 East Wisconsin Avenue
Milwaukee, Wisconsin 53202

This Registration Statement is effective immediately upon filing pursuant to paragraph (b) of Rule 485 under the Securities Act of 1933, as amended.

Title of Securities Being Registered: Shares of common stock, no par value.

No filing fee is due because an indefinite number of shares have been registered in reliance on Section 24(f) under the Investment Company Act of 1940, as amended.

EXPLANATORY NOTE

This Post-Effective Amendment No. 2 to the Registration Statement of Perritt Funds, Inc. (the “Company”) on Form N-14 (File No. 333-281786) (the “Registration Statement”) consists of the following: (1) cover page of the Registration Statement; and (2) Part C of the Registration Statement (including signature page).

This Post-Effective Amendment No. 2 hereby incorporates by reference Part A and Part B to the Information Statement/ Prospectus and Statement of Additional Information filed pursuant to [Rule 485\(b\) under the Securities Act of 1933, as amended, on September 27, 2024 \(Accession No. 0001999371-24-012554\)](#). The purpose of this Post-Effective Amendment No. 2 is solely to file the final tax opinion as an exhibit to Part C of the Registration Statement.

PERRITT FUNDS, INC.

Part C. Other Information

Item 15. Indemnification

Pursuant to the authority of the Maryland General Corporation Law, particularly Section 2-418 thereof, Registrant's Board of Directors has adopted the By-Law set forth below, which is in full force and effect and has not been modified or cancelled. The general effect of this By-Law may be to reduce the circumstances under which a director or officer may be required to bear the economic burden of such director's or officer's liabilities and expenses.

Article VII

GENERAL PROVISIONS

Section 7. Indemnification.

A. The corporation shall indemnify all of its corporate representatives against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by them in connection with the defense of any action, suit or proceeding, or threat or claim of such action, suit or proceeding, whether civil, criminal, administrative, or legislative, no matter by whom brought, or in any appeal in which they or any of them are made parties or a party by reason of being or having been a corporate representative, if the corporate representative acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the corporation and with respect to any criminal proceeding, if he had no reasonable cause to believe his conduct was unlawful provided that the corporation shall not indemnify corporate representatives in relation to matters as to which any such corporate representative shall be adjudged in such action, suit or proceeding to be liable for gross negligence, willful misfeasance, bad faith, reckless disregard of the duties and obligations involved in the conduct of his office, or when indemnification is otherwise not permitted by the Maryland General Corporation Law.

B. In the absence of an adjudication which expressly absolves the corporate representative, or in the event of a settlement, each corporate representative shall be indemnified hereunder only if there has been a reasonable determination based on a review of the facts that indemnification of the corporate representative is proper because he has met the applicable standard of conduct set forth in paragraph A. Such determination shall be made: (i) by the board of directors, by a majority vote of a quorum which consists of directors who were not parties to the action, suit or proceeding, or if such a quorum cannot be obtained, then by a majority vote of a committee of the board consisting solely of two or more directors, not, at the time, parties to the action, suit or proceeding and who were duly designated to act in the matter by the full board in which the designated directors who are parties to the action, suit or proceeding may participate; or (ii) by special legal counsel selected by the board of directors or a committee of the board by vote as set forth in (i) of this paragraph, or, if the requisite quorum of the full board cannot be obtained therefor and the committee cannot be established, by a majority vote of the full board in which directors who are parties to the action, suit or proceeding may participate.

C. The termination of any action, suit or proceeding by judgment, order or settlement does not create a presumption that the person was guilty of willful misfeasance, bad faith, gross negligence or

reckless disregard of the duties and obligations involved in the conduct of his or her office. The termination of any action, suit or proceeding by conviction, or upon a plea of nolo contendere or its equivalent, or an entry of an order of probation prior to judgment shall create a rebuttable presumption that the person was guilty of willful misfeasance, bad faith, gross negligence or reckless disregard of the duties and obligations involved in the conduct of his or her office, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

D. Expenses, including attorneys' fees, incurred in the preparation of and/or presentation of the defense of a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in Section 2-418(F) of the Maryland General Corporation Law upon receipt of: (i) an undertaking by or on behalf of the corporate representative to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation as authorized in this bylaw; and (ii) a written affirmation by the corporate representative of the corporate representative's good faith belief that the standard of conduct necessary for indemnification by the corporation has been met.

E. The indemnification provided by this bylaw shall not be deemed exclusive of any other rights to which those indemnified may be entitled under these bylaws, any agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person subject to the limitations imposed from time to time by the Investment Company Act of 1940, as amended.

F. This corporation shall have power to purchase and maintain insurance on behalf of any corporate representative against any liability asserted against him or her and incurred by him or her in such capacity or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability under this bylaw provided that no insurance may be purchased or maintained to protect any corporate representative against liability for gross negligence, willful misfeasance, bad faith or reckless disregard of the duties and obligations involved in the conduct of his or her office.

G. "Corporate Representative" means an individual who is or was a director, officer, agent or employee of the corporation or who serves or served another corporation, partnership, joint venture, trust or other enterprise in one of these capacities at the request of the corporation and who, by reason of his or her position, is, was, or is threatened to be made, a party to a proceeding described herein.

Insofar as indemnification for and with respect to liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of Registrant pursuant to the foregoing provisions or otherwise, Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by Registrant of expenses incurred or paid by a director, officer or controlling person or Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question of whether such indemnification is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

Item 16. Exhibits

1.
 - (a) [Articles of Incorporation are incorporated herein by reference to the Registrant's Initial Registration Statement on Form N-1A filed with the Securities and Exchange Commission on April 9, 2004.](#)
 - (b) [Articles Supplementary are incorporated herein by reference to Post-Effective Amendment No. 13 to the Registrant's Registration Statement on Form N-1A filed with the Securities and Exchange Commission on February 28, 2013.](#)
 - (c) [Articles Supplementary are incorporated herein by reference to Post-Effective Amendment No. 17 to the Registrant's Registration Statement on Form N-1A filed with the Securities and Exchange Commission on February 28, 2014.](#)
2. [Bylaws for Perritt Funds, Inc. are incorporated herein by reference to Post-Effective Amendment No. 7 to the Registrant's Registration Statement on Form N-1A filed with the Securities and Exchange Commission on February 26, 2010.](#)
3. Voting trust agreement - None.
4. [Agreement and Plan of Reorganization is incorporated by reference to Exhibit A to the Proxy Statement/Prospectus filed herewith as Part A to this Registration Statement on Form N-14.](#)
5. See relevant portions of Articles of Incorporation and Bylaws, as amended.
6.
 - (a) [Investment Advisory Agreement for the Perritt Ultra MicroCap Fund is incorporated herein by reference to Post-Effective Amendment No. 13 to the Registrant's Registration Statement on Form N-1A filed with the Securities and Exchange Commission on February 28, 2013.](#)
 - (b) [Investment Advisory Agreement for the Perritt MicroCap Opportunities Fund is incorporated herein by reference to Post-Effective Amendment No. 13 to the Registrant's Registration Statement on Form N-1A filed with the Securities and Exchange Commission on February 28, 2013.](#)
7.
 - (a) [Distribution Agreement effective as of March 31, 2020 \(Novation Agreement\)-is incorporated herein by reference to Post-Effective Amendment No. 31 to the Registrant's Registration Statement on Form N-1A filed with the Securities and Exchange Commission on February 26, 2021.](#)
8. Bonus, profit sharing contracts – None.
9.
 - (a) [Custody Agreement is incorporated herein by reference to Post-Effective Amendment No. 7 to the Registrant's Registration Statement on Form N-1A filed with the Securities and Exchange Commission on February 26, 2010.](#)
 - (b) [First Amendment to Custody Agreement is incorporated herein by reference to Post-Effective Amendment No. 10 to the Registrant's Registration Statement on Form N-1A filed with the Securities and Exchange Commission on February 28, 2012.](#)

- (c) [Second Amendment to Custody Agreement is incorporated herein by reference to Post-Effective Amendment No. 13 to the Registrant's Registration Statement on Form N-1A filed with the Securities and Exchange Commission on February 28, 2013.](#)
 - (d) [Third Amendment to Custody Agreement is incorporated herein by reference to Post-Effective Amendment No. 13 to the Registrant's Registration Statement on Form N-1A filed with the Securities and Exchange Commission on February 28, 2013.](#)
 - (e) [Fourth Amendment to Custody Agreement is incorporated herein by reference to Post-Effective Amendment No. 17 to the Registrant's Registration Statement on Form N-1A filed with the Securities and Exchange Commission on February 28, 2014.](#)
 - (f) [Fifth Amendment to Custody Agreement is incorporated herein by reference to Post-Effective Amendment No. 19 to the Registrant's Registration Statement on Form N-1A filed with the Securities and Exchange Commission on February 27, 2015.](#)
10. Rule 12b-1 plan and Rule 18f-3 plan – None.
11. [Opinion of Foley & Lardner LLP regarding legality of issuance of shares is incorporated herein by reference to Post-Effective Amendment No. 1 to the Registrant's Registration Statement on Form N-14 filed with the Securities and Exchange Commission on September 27, 2024.](#)
12. Opinion of Foley & Lardner LLP regarding tax matters – Filed Herewith.
13. (a) [Fund Administration Servicing Agreement is incorporated herein by reference to Post-Effective Amendment No. 13 to the Registrant's Registration Statement on Form N-1A filed with the Securities and Exchange Commission on February 28, 2013.](#)
- (b) [First Amendment to Fund Administration Servicing Agreement is incorporated herein by reference to Post-Effective Amendment No. 13 to the Registrant's Registration Statement on Form N-1A filed with the Securities and Exchange Commission on February 28, 2013.](#)
- (c) [Second Amendment to Fund Administration Servicing Agreement is incorporated herein by reference to Post-Effective Amendment No. 17 to the Registrant's Registration Statement on Form N-1A filed with the Securities and Exchange Commission on February 28, 2014.](#)
- (d) [Third Amendment to Fund Administration Servicing Agreement is incorporated herein by reference to Post-Effective Amendment No. 27 to the Registrant's Registration Statement on Form N-1A filed with the Securities and Exchange Commission on February 28, 2019.](#)
- (e) [Transfer Agent Servicing Agreement is incorporated herein by reference to Post-Effective Amendment No. 7 to the Registrant's Registration Statement on Form N-1A filed with the Securities and Exchange Commission on February 26, 2010.](#)

- (f) [First Amendment to Transfer Agent Servicing Agreement is incorporated herein by reference to Post-Effective Amendment No. 10 to the Registrant's Registration Statement on Form N-1A filed with the Securities and Exchange Commission on February 28, 2012.](#)
 - (g) [Second Amendment to Transfer Agent Servicing Agreement is incorporated herein by reference to Post-Effective Amendment No. 13 to the Registrant's Registration Statement on Form N-1A filed with the Securities and Exchange Commission on February 28, 2013.](#)
 - (h) [Third Amendment to Transfer Agent Servicing Agreement is incorporated herein by reference to Post-Effective Amendment No. 13 to the Registrant's Registration Statement on Form N-1A filed with the Securities and Exchange Commission on February 28, 2013.](#)
 - (i) [Fourth Amendment to Transfer Agent Servicing Agreement is incorporated herein by reference to Post-Effective Amendment No. 17 to the Registrant's Registration Statement on Form N-1A filed with the Securities and Exchange Commission on February 28, 2014.](#)
 - (j) [Fifth Amendment to Transfer Agent Servicing Agreement is incorporated herein by reference to Post-Effective Amendment No. 19 to the Registrant's Registration Statement on Form N-1A filed with the Securities and Exchange Commission on February 27, 2015.](#)
 - (k) [Fund Accounting Servicing Agreement dated December 2, 2005 is incorporated herein by reference to Post-Effective Amendment No. 31 to the Registrant's Registration Statement on Form N-1A filed with the Securities and Exchange Commission on February 26, 2021.](#)
 - (l) [Second Amendment to the Fund Accounting Servicing Agreement is incorporated herein by reference to Post-Effective Amendment No. 13 to the Registrant's Registration Statement on Form N-1A filed with the Securities and Exchange Commission on February 28, 2013.](#)
 - (m) [Third Amendment to the Fund Accounting Servicing Agreement is incorporated herein by reference to Post-Effective Amendment No. 13 to the Registrant's Registration Statement on Form N-1A filed with the Securities and Exchange Commission on February 28, 2013.](#)
 - (n) [Fourth Amendment to the Fund Accounting Servicing Agreement is incorporated herein by reference to Post-Effective Amendment No. 17 to the Registrant's Registration Statement on Form N-1A filed with the Securities and Exchange Commission on February 28, 2014.](#)
 - (o) [Amendment to the Custody Agreement, Fund Accounting Servicing Agreement, Transfer Agent Agreement and the Distribution Agreement dated March 23, 2006 is incorporated herein by reference to Post-Effective Amendment No. 31 to the Registrant's Registration Statement on Form N-1A filed with the Securities and Exchange Commission on February 26, 2021.](#)
14. [Consent of Independent Registered Public Accounting Firm is incorporated herein by reference to Post-Effective Amendment No. 1 to the Registrant's Registration Statement on Form N-14 filed with the Securities and Exchange Commission on September 27, 2024.](#)
15. Omitted Financial Statements – None.

16. Powers of attorney – None.
17. Additional exhibits – None.
18. Filing fee exhibit – Not applicable.

Item 17. Undertakings

1. The undersigned registrant agrees that prior to any public reoffering of the securities registered through the use of a prospectus which is a part of this registration statement by any person or party who is deemed to be an underwriter within the meaning of Rule 145(c) of the Securities Act [17 CFR 230.145c], the reoffering prospectus will contain the information called for by the applicable registration form for the reofferings by persons who may be deemed underwriters, in addition to the information called for by the other items of the applicable form.
 2. The undersigned registrant agrees that every prospectus that is filed under paragraph (1) above will be filed as a part of an amendment to the registration statement and will not be used until the amendment is effective, and that, in determining any liability under the Securities Act of 1933, each post-effective amendment shall be deemed to be a new registration statement for the securities offered therein, and the offering of the securities at that time shall be deemed to be the initial bona fide offering of them.
-

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, and the Investment Company Act of 1940, as amended, the Registrant certifies that it meets all of the requirements for effectiveness of this Registration Statement under Rule 485(b) under the Securities Act and has duly caused this Post-Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chicago and State of Illinois, on the 29th day of November, 2024.

PERRITT FUNDS, INC.
(Registrant)

By: /s/ Michael J. Corbett

Michael J. Corbett
President

As required by the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Michael J. Corbett</u> Michael J. Corbett	Principal Executive Officer and Director	November 29, 2024
<u>/s/ Matthew Brackman</u> Matthew Brackman	Principal Financial and Accounting Officer	November 29, 2024
<u>/s/ David S. Maglich</u> David S. Maglich	Director	November 29, 2024
<u>/s/ Dianne C. Click</u> Dianne C. Click	Director	November 29, 2024

October 25, 2024

Exhibit 12

Perritt Ultra MicroCap Fund
Perritt MicroCap Opportunities Fund

Re: Reorganization Opinion

Ladies and Gentlemen:

We have acted as tax counsel to Perritt Funds, Inc. (the "Corporation") in connection with that certain Agreement and Plan of Reorganization between the Corporation, on behalf of the Perritt MicroCap Opportunities Fund (the "Acquiring Fund"), a series of the Corporation, and the Perritt Ultra MicroCap Fund, a series of the Corporation (the "Target Fund"), dated as of September 27, 2024 (the "Plan"). Under the Plan, the Acquiring Fund will acquire all of the Assets of (as defined in the Plan) and assume Liabilities of (as defined in the Plan) the Target Fund generally in exchange for shares of beneficial interest of the Acquiring Fund (the "Reorganization"). You have asked for our opinion on certain U.S. federal income tax consequences of the Reorganization. This opinion is solely for the benefit of the Acquiring Fund, the Target Fund, and their respective shareholders, and may not be relied upon by, nor may copies be delivered to, any other person without our prior written consent. Unless otherwise indicated, capitalized terms not defined herein shall have the meanings ascribed to them (or defined by reference) in the certificate delivered to us by the Corporation for itself and on behalf of the Acquiring Fund and the Target Fund, and dated as of even date herewith (the "Certificate of Representations").

In our capacity as tax counsel to the Corporation and for purposes of rendering this opinion, we have examined and relied upon, with your consent: (i) the Plan, (ii) the Certificate of Representations, (iii) the Registration Statement on Form N-14 (the "Registration Statement"), and (iv) such other documents we considered relevant to our analysis. We have assumed that all parties to the Plan and to any other documents examined by us have acted, and will act, in accordance with the terms of the Plan and such other documents without waiver of material terms or conditions set forth therein. In our examination of documents, we have assumed the authenticity of original documents, the accuracy of copies, the genuineness of signatures, and the legal capacity of signatories. We have also assumed, in rendering the opinion set forth below, that any representation of fact in the documents upon which we have relied that is made "to the knowledge" or similarly qualified is correct without such qualification.

On the basis of, and subject to the foregoing, and in reliance upon the representations and assumptions described above, we are of the opinion that the Reorganization will qualify as a "reorganization" within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the "Code"), with respect to the Acquiring Fund and the Target Fund.

October 25, 2024

Page 2

This opinion is based on existing law as contained in the Code, final and temporary Treasury Regulations promulgated thereunder, administrative pronouncements of the Internal Revenue Service (the “IRS”) and court decisions all as of even date herewith. The provisions of the Code and the Treasury Regulations, IRS administrative pronouncements and case law upon which this opinion is based could be changed at any time, perhaps with retroactive effect. In addition, some issues under existing law that could significantly affect our opinion have not yet been addressed authoritatively by the IRS or the courts, and our opinion is not binding on the IRS or the courts. Hence, there can be no assurance that the IRS will not challenge, or that the courts will agree with, our conclusions.

In addition, the opinion set forth herein is based upon facts and circumstances as they exist as of the date of this opinion, and any change in the facts as set forth herein, or in existing law or in the investments of the Acquiring Fund or the Target Fund, could affect the opinion expressed herein, perhaps adversely. We assume no obligation to update or supplement such opinion to reflect any change in facts or circumstances that may hereafter come to our attention.

We hereby consent to the use of our name under the caption “U.S. Federal Income Tax Consequences” in the Information Statement/Prospectus that is part of the Registration Statement. In giving this consent, we do not admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended (the “Securities Act”), or the rules and regulations of the U.S. Securities and Exchange Commission (the “SEC”) thereunder, nor do we thereby admit that we are experts with respect to any part of the Registration Statement within the meaning of the term “experts” as used in the Securities Act or the rules and regulations of the SEC promulgated thereunder.

Sincerely,

/s/ Foley & Lardner LLP

Foley & Lardner LLP