

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**FORM N-CSR**

**CERTIFIED SHAREHOLDER REPORT OF REGISTERED MANAGEMENT  
INVESTMENT COMPANIES**

Investment Company Act file number 811-21233

**PARADIGM FUNDS**

(Exact name of registrant as specified in charter)

Nine Elk Street, Albany, NY 12207-1002

(Address of principal executive offices) (Zip code)

Robert A. Benton

Nine Elk Street, Albany, NY 12207-1002

(Name and address of agent for service)

**Registrant's telephone number, including area code: (518) 431-3500**

**Date of fiscal year end: December 31**

**Date of reporting period: June 30, 2024**

# PARADIGM VALUE FUND

TICKER: PVFAX

## SEMI-ANNUAL SHAREHOLDER REPORT

June 30, 2024

This semi-annual shareholder report contains important information about the Paradigm Value Fund ("Fund") for the period of January 1, 2024 to June 30, 2024. You can find additional information about the Fund at [www.paradigmcapital.com/products/value-fund/](http://www.paradigmcapital.com/products/value-fund/). You can also request this information by contacting us at 1-800-595-3044.

### What were the Fund costs for the last six months? (based on a hypothetical \$10,000 investment)

Fund	Costs of a \$10,000 Investment	Costs Paid as a Percentage of a \$10,000 Investment
Paradigm Value Fund	\$77	1.50%

### Management's Discussion of Fund Performance

The Paradigm Value Fund increased 5.83% in the first half of 2024, compared to a 0.85% decrease for its benchmark, the Russell 2000 Value Index. Since inception (January 1, 2003) on an annualized basis, the Fund has returned 11.83%, compared to 8.99% for the benchmark.

The Industrials sector was the largest contributor to performance in the first half of 2024 due to a combination of strong stock selection and overweight allocation to this sector, returning 21.87% versus 4.96% for the benchmark, beating the benchmark sector by 1,691 basis points.

Given the strength across equity market indices, there were no material detractors from a sector perspective. The Financials sector, (in which we are typically underweight), detracted both in the portfolio and the benchmark. Our underweight in the Financials sector benefitted the overall portfolio on a relative basis.

### How did the Fund perform over the past 10 years?

*The Fund's past performance is not a good predictor of the Fund's future performance. The graph and table do not reflect the deduction of taxes that a shareholder would pay on fund distributions or redemption of fund shares.*

### Average Annual Total Returns

	1 Year	5 Year	10 Year
Paradigm Value Fund	13.71%	9.81%	8.46%
S&P 500 <sup>®</sup> Index	24.56%	15.05%	12.86%
Russell 2000 <sup>®</sup> Value Index	10.90%	7.07%	6.23%

### Fund Statistics

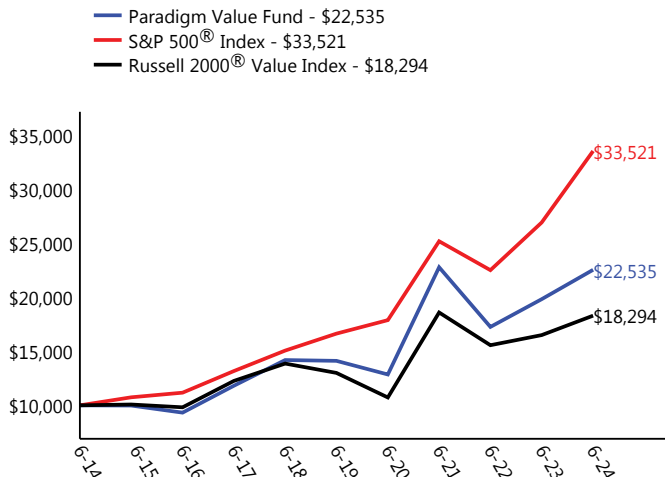
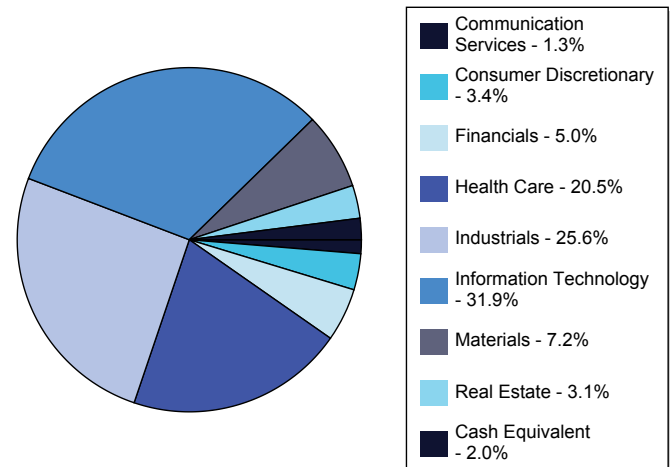
Net Assets (\$)	\$50,894,026
Number of Portfolio Holdings	49
Portfolio Turnover Rate (%)	14%
Total Advisory Fees Paid (\$)	\$380,811

### What did the Fund invest in?

#### Top Ten Holdings

Top 10	% of Total Investments
EMCOR Group Inc.	6.9%
Kforce Inc.	4.5%
Addus HomeCare Corporation	4.3%
Kulicke & Soffa Industries Inc.	4.3%
Summit Materials, Inc. - Class A	4.0%
A10 Networks, Inc.	3.4%
RadNet, Inc.	3.4%
Sensient Technologies Corporation	3.2%
American Woodmark Corporation	3.1%
Mid-America Apartment Communities Inc.	3.1%

### Sectors (% of Total Investments)



**Availability of Additional Information about the Fund**

For additional information about the Fund, including its Prospectus, Statement of Additional Information, financial statements, holdings and proxy information, please visit [www.paradigmcapital.com/products/value-fund/](http://www.paradigmcapital.com/products/value-fund/).

**Important Notice Regarding Delivery of Shareholder Documents**

In order to reduce expenses, we will deliver a single copy of prospectuses, proxies, financial reports, and other communication to shareholders with the same residential address, provided they have the same last name or we reasonably believe them to be members of the same family. Unless we are notified otherwise, we will continue to send you only one copy of these materials for as long as you remain a shareholder of the Fund. If you would like to receive individual mailings, please call 1-800-595-3044 and we will begin sending you separate copies of these materials within 30 days after we receive your request.

# PARADIGM SELECT FUND

TICKER: PPSLX

## SEMI-ANNUAL SHAREHOLDER REPORT

June 30, 2024

This semi-annual shareholder report contains important information about the Paradigm Select Fund ("Fund") for the period of January 1, 2024 to June 30, 2024. You can find additional information about the Fund at [www.paradigmcapital.com/products/select-fund/](http://www.paradigmcapital.com/products/select-fund/). You can also request this information by contacting us at 1-800-595-3044.

### What were the Fund costs for the last six months? (based on a hypothetical \$10,000 investment)

Fund	Costs of a \$10,000 Investment	Costs Paid as a Percentage of a \$10,000 Investment
Paradigm Select Fund	\$60	1.15%

### Management's Discussion of Fund Performance

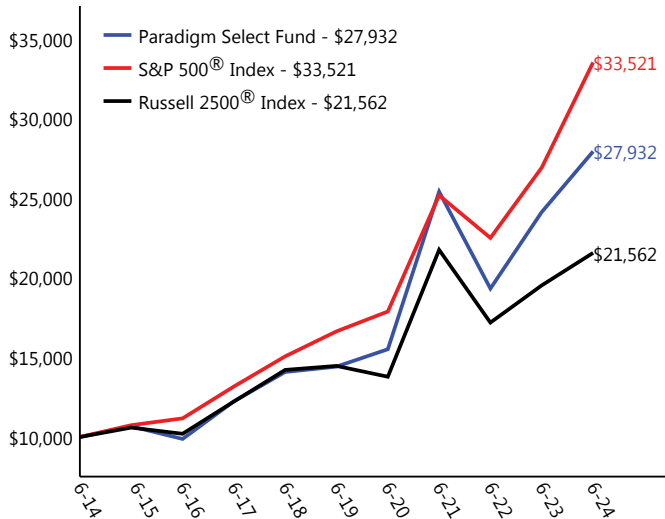
The Paradigm Select Fund gained 8.25% in the first half of 2024, compared to an increase of 2.35% for its benchmark, the Russell 2500 Index. Since inception (January 1, 2005) on an annualized basis, the Fund has returned 10.16% compared to 8.52% for the benchmark.

The Health Care sector was the greatest contributor to absolute performance in the first half of 2024 due to a combination of strong stock selection and overweight allocation to this sector, returning 19.75% versus 0.35% for the Russell 2500, outperforming the benchmark by 1,940 basis points. Holdings in the Health Care Equipment & Services and Health Care Equipment and Supplies performed strongly, returning 54.04% and 9.54% versus 15.31% and (6.49%) for the benchmark, respectively. The Information Technology and Industrials sectors were also significant contributors to the portfolio's performance in the first half of 2024.

Due to the overall strength of equities in the first half of 2024, there were no material detracting sectors in the portfolio.

### How did the Fund perform over the past 10 years?

*The Fund's past performance is not a good predictor of the Fund's future performance. The graph and table do not reflect the deduction of taxes that a shareholder would pay on fund distributions or redemption of fund shares.*



### Average Annual Total Returns

	1 Year	5 Year	10 Year
Paradigm Select Fund	15.80%	14.14%	10.82%
S&P 500® Index	24.56%	15.05%	12.86%
Russell 2500® Index	10.47%	8.31%	7.99%

### Fund Statistics

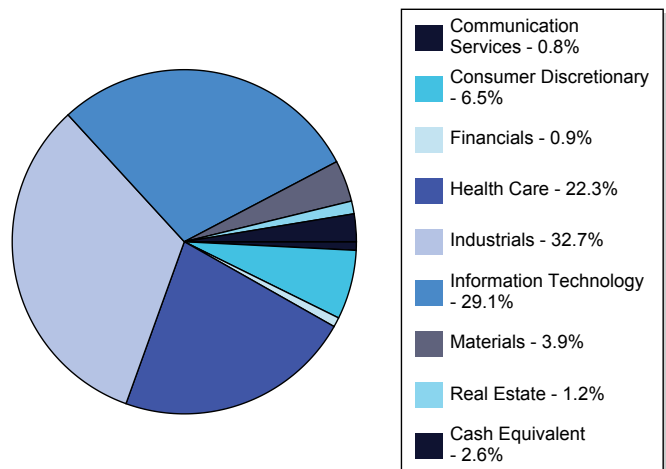
Net Assets (\$)	\$121,979,554
Number of Portfolio Holdings	49
Portfolio Turnover Rate (%)	10%
Total Advisory Fees Paid (\$)	\$683,258

### What did the Fund invest in?

#### Top Ten Holdings

Top 10	% of Total Investments
EMCOR Group Inc.	7.5%
Natera, Inc.	6.1%
Globus Medical, Inc. - Class A	6.0%
Builders FirstSource, Inc.	4.8%
Marvell Technology, Inc.	4.3%
Boise Cascade Company	4.1%
Teradyne, Inc.	4.1%
Concentrix Corporation	3.5%
Kforce Inc.	3.5%
Kulicke & Soffa Industries Inc.	3.2%

#### Sectors (% of Total Investments)



**Availability of Additional Information about the Fund**

For additional information about the Fund, including its Prospectus, Statement of Additional Information, financial statements, holdings and proxy information, please visit [www.paradigmcapital.com/products/select-fund/](http://www.paradigmcapital.com/products/select-fund/).

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# PARADIGM MICRO-CAP FUND

TICKER: PVIVX

## SEMI-ANNUAL SHAREHOLDER REPORT

June 30, 2024

This semi-annual shareholder report contains important information about the Paradigm Micro-Cap Fund ("Fund") for the period of January 1, 2024 to June 30, 2024. You can find additional information about the Fund at [www.paradigmcapital.com/products/micro-cap-fund/](http://www.paradigmcapital.com/products/micro-cap-fund/). You can also request this information by contacting us at 1-800-595-3044.

### What were the Fund costs for the last six months? (based on a hypothetical \$10,000 investment)

Fund	Costs of a \$10,000 Investment	Costs Paid as a Percentage of a \$10,000 Investment
Paradigm Micro-Cap Fund	\$64	1.25%

### Management's Discussion of Fund Performance

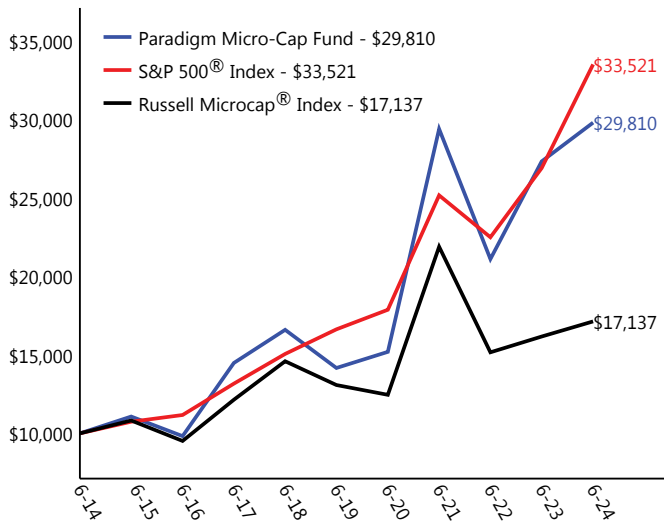
The Paradigm Micro-Cap Fund increased 6.79% in the first half of 2024, compared to a decline of 0.84% for its benchmark, the Russell Microcap Index. Since inception (January 1, 2008) on an annualized basis, the Fund has returned 9.71%, compared to 6.27% for the benchmark.

The Industrials sector was the largest contributor to the portfolio in the first half of 2024, driven by strong absolute performance of 26.66% versus 9.67% for the benchmark, an outperformance of 1,699 basis points by the portfolio sector. The Information Technology and Consumer Discretionary sectors also performed strongly, contributing meaningfully to the portfolio's performance in the first half of the year.

There were no material detractors to the portfolio in the first half of 2024, given the strength across equity market indices. The Health Care sector nominally detracted, reflecting stock-specific headwinds in the Health Care Equipment & Services and Health Care Equipment & Supplies industries.

### How did the Fund perform over the past 10 years?

*The Fund's past performance is not a good predictor of the Fund's future performance. The graph and table do not reflect the deduction of taxes that a shareholder would pay on fund distributions or redemption of fund shares.*



### Average Annual Total Returns

	1 Year	5 Year	10 Year
Paradigm Micro-Cap Fund	9.04%	16.04%	11.54%
S&P 500® Index	24.56%	15.05%	12.86%
Russell Microcap® Index	5.96%	5.55%	5.53%

### Fund Statistics

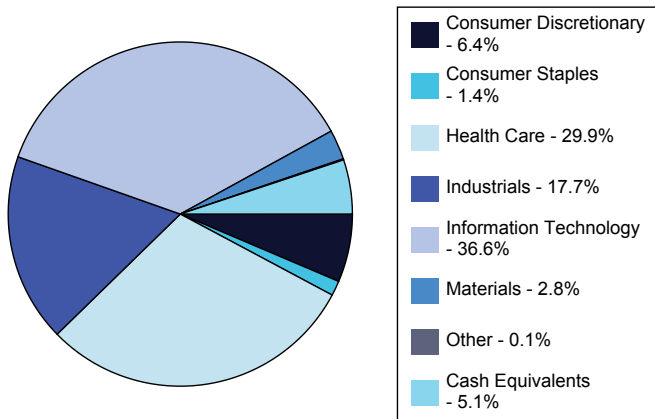
Net Assets (\$)	\$161,602,719
Number of Portfolio Holdings	53
Portfolio Turnover Rate (%)	20%
Total Advisory Fees Paid (\$)	\$975,129

### What did the Fund invest in?

#### Top Ten Holdings

Top 10	% of Total Investments
Modine Manufacturing Company	7.4%
Onto Innovation Inc.	5.4%
Goldman Sachs FS Government Fund Institutional Shares	5.1%
Insight Enterprises, Inc.	4.9%
Veeco Instruments Inc.	4.3%
Axcelis Technologies, Inc.	3.5%
J.Jill, Inc.	3.2%
The Ensign Group, Inc.	3.1%
Caleres, Inc.	2.9%
The Pennant Group, Inc.	2.9%

## Sectors (% of Total Investments)



## Availability of Additional Information about the Fund

For additional information about the Fund, including its Prospectus, Statement of Additional Information, financial statements, holdings and proxy information, please visit at [www.paradigmcapital.com/products/micro-cap-fund/](http://www.paradigmcapital.com/products/micro-cap-fund/).

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**Item 2. Code of Ethics.**

Not applicable.

**Item 3. Audit Committee Financial Expert.**

Not applicable.

**Item 4. Principal Accountant Fees and Services.**

Not applicable.

**Item 5. Audit Committee of Listed Companies.**

Not applicable.



## Paradigm Value Fund

		<b>Schedule of Investments</b>	
		<b>June 30, 2024 (Unaudited)</b>	
<b>Shares</b>		<b>Fair Value</b>	<b>% of Net Assets</b>
<b>COMMON STOCKS</b>			
<b>Air Courier Services</b>			
37,000	Air Transport Services Group, Inc. *	\$ 513,190	1.01%
<b>Communications Services, NEC</b>			
30,000	Calix, Inc. *	1,062,900	2.09%
<b>Computer Communications Equipment</b>			
124,300	A10 Networks, Inc.	1,721,555	
40,000	Extreme Networks, Inc. *	538,000	
		2,259,555	4.44%
<b>Electrical Work</b>			
9,600	EMCOR Group Inc.	3,504,768	6.89%
<b>Industrial Organic Chemicals</b>			
21,700	Sensient Technologies Corporation	1,609,923	3.16%
<b>Laboratory Analytical Instruments</b>			
12,500	Revvity, Inc.	1,310,750	2.58%
<b>Measuring &amp; Controlling Devices, NEC</b>			
4,000	Onto Innovation Inc. *	878,240	1.73%
<b>Millwood, Veneer, Plywood &amp; Structural Wood Members</b>			
20,000	American Woodmark Corporation *	1,572,000	3.09%
<b>Mining &amp; Quarrying of Nonmetallic Minerals (No Fuels)</b>			
55,000	Summit Materials, Inc. - Class A *	2,013,550	3.96%
<b>Motor Vehicle Parts &amp; Accessories</b>			
10,000	Modine Manufacturing Company *	1,001,900	1.97%
<b>National Commercial Banks</b>			
32,000	First Merchants Corporation	1,065,280	
14,000	National Bank Holdings Corporation - Class A	546,700	
		1,611,980	3.17%
<b>Printed Circuit Boards</b>			
10,000	Jabil, Inc.	1,087,900	2.14%
<b>Radio &amp; TV Broadcasting &amp; Communications Equipment</b>			
10,000	Aviat Networks, Inc. *	286,900	
100,000	Cambium Networks Corporation *	279,000	
		565,900	1.11%
<b>Retail - Catalog &amp; Mail-Order Houses</b>			
4,000	Insight Enterprises, Inc. *	793,440	1.56%
<b>Retail - Family Clothing Stores</b>			
67,600	American Eagle Outfitters, Inc.	1,349,296	2.65%
<b>Retail - Retail Stores, NEC</b>			
6,000	IAC Inc. *	281,100	0.55%
<b>Retail - Shoe Stores</b>			
51,000	Designer Brands Inc. - Class A	348,330	0.68%
<b>Semiconductors &amp; Related Devices</b>			
44,600	Kulicke & Soffa Industries Inc. (Singapore)	2,193,874	
11,700	Qorvo, Inc. *	1,357,668	
		3,551,542	6.98%
<b>Services - Business Services, NEC</b>			
5,900	Concentrix Corporation	373,352	
100,000	Conduent Incorporated *	326,000	
		699,352	1.37%

<b>Services - Help Supply Services</b>			
36,500 Kforce Inc.		<u>2,267,745</u>	4.45%
<b>Services - Home Health Care Services</b>			
18,900 Addus HomeCare Corporation *		<u>2,194,479</u>	4.31%
<b>Services - Management Services</b>			
60,000 R1 RCM Inc. *		<u>753,600</u>	1.48%
<b>Services - Medical Laboratories</b>			
29,000 RadNet, Inc. *		<u>1,708,680</u>	3.36%
<b>Services - Prepackaged software</b>			
80,000 Cerence Inc. *		226,400	
6,666 Consensus Cloud Solutions Inc. *		<u>114,522</u>	
		<u>340,922</u>	0.67%
<b>Services - Services, NEC</b>			
100,000 Enviri Corporation *		<u>863,000</u>	1.69%
<b>Services - Skilled Nursing Care Facilities</b>			
6,000 The Ensign Group, Inc.		<u>742,140</u>	1.46%
<b>Special Industry Machinery (No Metalworking Machinery)</b>			
3,500 Kadant Inc.		<u>1,028,230</u>	2.02%
<b>Special Industry Machinery, NEC</b>			
6,000 Axcelis Technologies, Inc. *		853,140	
28,100 Azenta, Inc. *		1,478,622	
20,000 Veeco Instruments Inc. *		<u>934,200</u>	
		<u>3,265,962</u>	6.42%
<b>State Commercial Banks</b>			
9,000 Banner Corporation		446,760	
16,000 Renasant Corporation		<u>488,640</u>	
		<u>935,400</u>	1.84%
<b>Surgical &amp; Medical Instruments &amp; Apparatus</b>			
80,000 Orthofix Medical Inc. *		1,060,800	
40,000 SI-BONE, Inc. *		517,200	
50,000 Tactile Systems Technology, Inc. *		<u>597,000</u>	
		<u>2,175,000</u>	4.27%
<b>Telegraph &amp; Other Message Communications</b>			
7,200 Ziff Davis, Inc. *		<u>396,360</u>	0.78%
<b>Telephone &amp; Telegraph Apparatus</b>			
4,000 Fabrinet (Thailand) *		979,160	
200,000 Infinera Corporation *		<u>1,218,000</u>	
		<u>2,197,160</u>	4.32%
<b>Transportation Services</b>			
9,900 GATX Corp.		<u>1,310,364</u>	2.57%
<b>Water, Sewer, Pipeline, Comm &amp; Power Line Construction</b>			
10,000 Primoris Services Corporation		<u>498,900</u>	0.98%
<b>Wholesale - Computers &amp; Peripheral Equipment &amp; Software</b>			
10,832 TD SYNEX Corporation		<u>1,250,013</u>	2.45%
<b>Total for Common Stocks (Cost \$20,579,260)</b>		<u>47,943,571</u>	94.20%
<b>REAL ESTATE INVESTMENT TRUSTS</b>			
10,950 Mid-America Apartment Communities Inc.		<u>1,561,579</u>	3.07%
<b>Total for Real Estate Investment Trusts (Cost \$306,603)</b>			
<b>MONEY MARKET FUNDS</b>			
1,038,890 Goldman Sachs FS Government Fund Institutional Class 5.22% **		<u>1,038,890</u>	2.04%
<b>Total for Money Market Funds (Cost \$ 1,038,890)</b>			
<b>Total Investment Securities</b>		50,544,040	99.31%
(Cost \$21,924,753)			
<b>Other Assets in Excess of Liabilities</b>		<u>349,986</u>	0.69%
<b>Net Assets</b>		<u>\$ 50,894,026</u>	<u>100.00%</u>

\* Non-Income Producing Securities.

\*\* The rate shown represents the 7-day yield at June 30, 2024.

The accompanying notes are an integral part of these financial statements.

# Paradigm Select Fund

## Schedule of Investments June 30, 2024 (Unaudited)

Shares	Fair Value	% of Net Assets
<b>COMMON STOCKS</b>		
<b>Aircraft Parts &amp; Auxiliary Equipment, NEC</b> 15,000 Ducommun Incorporated *	\$ 870,900	0.71%
<b>Communications Equipment, NEC</b> 24,600 Lumentum Holdings Inc. *	1,252,632	1.03%
<b>Communications Services, NEC</b> 30,000 Calix, Inc. *	1,062,900	0.87%
<b>Electrical Work</b> 24,900 EMCOR Group Inc.	9,090,492	7.45%
<b>Electromedical &amp; Electrotherapeutic Apparatus</b> 10,200 Masimo Corporation *	1,284,588	1.05%
<b>Fire, Marine &amp; Casualty Insurance</b> 6,450 American Financial Group Inc.	793,479	0.65%
<b>General Industrial Machinery &amp; Equipment</b> 102,300 Zurn Elkay Water Solutions Corp.	3,007,620	2.47%
<b>In Vitro &amp; In Vivo Diagnostic Substances</b> 205,100 Neogen Corporation *	3,205,713	2.63%
<b>Industrial Organic Chemicals</b> 27,100 Sensient Technologies Corporation	2,010,549	1.65%
<b>Instruments for Measurement &amp; Testing of Electricity &amp; Electric Signals</b> 33,650 Teradyne, Inc.	4,989,959	4.09%
<b>Laboratory Analytical Instruments</b> 34,350 Revvity, Inc.	3,601,941	2.95%
<b>Measuring &amp; Controlling Devices, NEC</b> 8,000 Onto Innovation Inc. *	1,756,480	1.44%
<b>Millwood, Veneer, Plywood &amp; Structural Wood Members</b> 10,000 American Woodmark Corporation *	786,000	0.64%
<b>Miscellaneous Manufacturing Industries</b> 16,600 Hillenbrand, Inc.	664,332	0.55%
<b>Motors &amp; Generators</b> 12,200 Regal Rexnord Corporation	1,649,684	1.35%
<b>Plastics Products</b> 10,000 Entegris, Inc.	1,354,000	1.11%
<b>Printed Circuit Boards</b> 26,400 Jabil, Inc.	2,872,056	2.35%
<b>Radio &amp; TV Broadcasting &amp; Communications Equipment</b> 40,000 Aviat Networks, Inc. *	1,147,600	0.94%
<b>Retail - Catalog &amp; Mail-Order Houses</b> 10,000 Insight Enterprises, Inc. *	1,983,600	1.63%
<b>Retail - Family Clothing Stores</b> 62,000 American Eagle Outfitters, Inc.	1,237,520	1.01%
<b>Retail - Lumber &amp; Other Building Materials Dealers</b> 42,700 Builders FirstSource, Inc. *	5,910,107	4.85%
<b>Retail - Radio, TV &amp; Consumer Electronics Stores</b> 41,900 Best Buy Co., Inc.	3,531,751	2.90%
<b>Retail - Retail Stores, NEC</b> 19,625 IAC Inc. *	919,431	0.75%

<b>Search, Detection, Navigation, Guidance, Aeronautical Systems</b>			
19,075	Garmin Ltd. (Switzerland)	<u>3,107,699</u>	2.55%
<b>Semiconductors &amp; Related Devices</b>			
80,175	Kulicke & Soffa Industries Inc. (Singapore)	3,943,808	
75,700	Marvell Technology, Inc.	5,291,430	
12,800	Qorvo, Inc. *	1,485,312	
25,000	Skyworks Solutions, Inc.	<u>2,664,500</u>	
		<u>13,385,050</u>	10.97%
<b>Services - Business Services, NEC</b>			
68,000	Concentrix Corporation	<u>4,303,040</u>	3.53%
<b>Services - Help Supply Services</b>			
77,625	Kelly Services, Inc. - Class A	1,661,951	
68,325	Kforce Inc.	<u>4,245,032</u>	
		<u>5,906,983</u>	4.84%
<b>Services - Management Services</b>			
120,000	R1 RCM Inc. *	<u>1,507,200</u>	1.24%
<b>Services - Medical Laboratories</b>			
68,800	Natera, Inc. *	<u>7,450,352</u>	6.11%
<b>Services - Prepackaged Software</b>			
100,000	Cerence Inc. *	283,000	
11,100	Consensus Cloud Solutions Inc. *	190,698	
32,100	Progress Software Corporation	<u>1,741,746</u>	
		<u>2,215,444</u>	1.82%
<b>Services - Services, NEC</b>			
100,000	Enviri Corporation *	<u>863,000</u>	0.71%
<b>Services - Skilled Nursing Care Facilities</b>			
14,000	The Ensign Group, Inc.	<u>1,731,660</u>	1.42%
<b>Special Industry Machinery, NEC</b>			
10,000	Axcelis Technologies, Inc. *	<u>1,421,900</u>	1.17%
<b>Steel Pipe &amp; Tubes</b>			
18,000	ATI Inc. *	<u>998,100</u>	0.82%
<b>Steel Works, Blast Furnaces &amp; Rolling Mills (Coke Ovens)</b>			
15,600	Carpenter Technology Corporation	<u>1,709,448</u>	1.40%
<b>Surgical &amp; Medical Instruments &amp; Apparatus</b>			
106,200	Globus Medical, Inc. - Class A *	7,273,638	
100,000	Tactile Systems Technology, Inc. *	<u>1,194,000</u>	
		<u>8,467,638</u>	6.94%
<b>Title Insurance</b>			
5,900	Fidelity National Financial, Inc.	<u>291,578</u>	0.24%
<b>Wholesale - Computers &amp; Peripheral Equipment &amp; Software</b>			
18,000	TD SYNEX Corporation	<u>2,077,200</u>	1.70%
<b>Wholesale - Electrical Apparatus &amp; Equipment, Wiring Supplies</b>			
18,000	EnerSys	<u>1,863,360</u>	1.53%
<b>Wholesale - Lumber &amp; Other Construction Materials</b>			
42,000	Boise Cascade Company	<u>5,007,240</u>	4.10%
<b>Total for Common Stocks (Cost \$76,837,850)</b>		<u>117,290,226</u>	96.16%
<b>REAL ESTATE INVESTMENT TRUSTS</b>			
10,350	Mid-America Apartment Communities Inc.	<u>1,476,014</u>	1.21%
<b>Total for Real Estate Investment Trusts (Cost \$1,225,246)</b>			
<b>MONEY MARKET FUNDS</b>			
3,236,566	Goldman Sachs FS Government Fund Institutional Class 5.22% **	<u>3,236,566</u>	2.65%
<b>Total for Money Market Funds (Cost \$3,236,566)</b>			
<b>Total Investment Securities</b>		122,002,806	100.02%
<b>(Cost \$81,299,662)</b>			
<b>Liabilities in Excess of Other Assets</b>		<u>(23,252)</u>	-0.02%

**Net Assets**

\$ 121,979,554 100.00%

\* Non-Income Producing Securities.

\*\* The rate shown represents the 7-day yield at June 30, 2024.

The accompanying notes are an integral part of these financial statements.

# Paradigm Micro-Cap Fund

		<b>Schedule of Investments</b>	
		<b>June 30, 2024 (Unaudited)</b>	
<b>Shares</b>		<b>Fair Value</b>	<b>% of Net Assets</b>
<b>COMMON STOCKS</b>			
<b>Aircraft Parts &amp; Auxiliary Equipment, NEC</b>			
40,000	Ducommun Incorporated *	\$ 2,322,400	1.44%
<b>Communications Services, NEC</b>			
60,000	Calix, Inc. *	2,125,800	1.32%
<b>Computer Communications Equipment</b>			
200,000	A10 Networks, Inc.	2,770,000	
300,000	Extreme Networks, Inc. *	4,035,000	
		6,805,000	4.21%
<b>Footwear (No Rubber)</b>			
140,000	Caleres, Inc.	4,704,000	2.91%
<b>Household Audio &amp; Video Equipment</b>			
137,600	Arlo Technologies, Inc. *	1,794,304	1.11%
<b>Industrial Organic Chemicals</b>			
800,000	Codexis, Inc. *	2,480,000	
5,950	Sensient Technologies Corporation	441,430	
		2,921,430	1.81%
<b>Instruments For Measurement &amp; Testing of Electricity &amp; Electric Signals</b>			
32,650	Cohu, Inc. *	1,080,715	0.67%
<b>Laboratory Analytical Instruments</b>			
301,600	Standard BioTools Inc. *	533,832	0.33%
<b>Measuring &amp; Controlling Devices, NEC</b>			
40,000	Onto Innovation Inc. *	8,782,400	5.43%
<b>Metalworking Machinery &amp; Equipment</b>			
200,000	NN, Inc. *	600,000	0.37%
<b>Millwood, Veneer, Plywood &amp; Structural Wood Members</b>			
40,000	American Woodmark Corporation *	3,144,000	1.95%
<b>Mining &amp; Quarrying of Nonmetallic Minerals (No Fuels)</b>			
110,000	Summit Materials, Inc. - Class A *	4,027,100	2.49%
<b>Miscellaneous Manufacturing Industries</b>			
5,200	Hillenbrand, Inc.	208,104	0.13%
<b>Motor Vehicle Parts &amp; Accessories</b>			
120,000	Modine Manufacturing Company *	12,022,800	7.44%
<b>Pharmaceutical Preparations</b>			
300,000	Eton Pharmaceuticals, Inc. *	987,000	
146,879	Nature's Sunshine Products, Inc. *	2,213,467	
300,000	Ocular Therapeutix, Inc. *	2,052,000	
		5,252,467	3.25%
<b>Radio &amp; TV Broadcasting &amp; Communications Equipment</b>			
120,000	Aviat Networks, Inc. *	3,442,800	
500,000	Cambium Networks Corporation *	1,395,000	
		4,837,800	2.99%
<b>Retail - Apparel &amp; Accessory Stores</b>			
10,000	Zumiez Inc. *	194,800	0.12%
<b>Retail - Catalog &amp; Mail-Order Houses</b>			
40,000	Insight Enterprises, Inc. *	7,934,400	4.91%
<b>Retail - Family Clothing Stores</b>			
13,300	American Eagle Outfitters, Inc.	265,468	0.17%
<b>Semiconductors &amp; Related Devices</b>			
33,700	Kulicke & Soffa Industries Inc. (Singapore)	1,657,703	1.03%

<b>Services - Computer Integrated Systems Design</b>		
1,200,000 Ribbon Communications Inc. *	3,948,000	2.44%
<b>Services-Computer Programming Services</b>		
180,000 TruBridge, Inc. *	1,800,000	1.11%
<b>Services - Health Services</b>		
200,000 The Pennant Group, Inc. *	4,638,000	2.87%
<b>Services - Help Supply Services</b>		
55,000 Cross Country Healthcare, Inc. *	761,200	
130,500 Kelly Services, Inc. - Class A	2,794,005	
	3,555,205	2.20%
<b>Services - Home Health Care Services</b>		
19,700 Addus HomeCare Corporation *	2,287,367	1.42%
<b>Services - Management Services</b>		
300,000 R1 RCM Inc. *	3,768,000	2.33%
<b>Services - Miscellaneous Health &amp; Allied Services, NEC</b>		
400,000 Viemed Healthcare, Inc. *	2,620,000	1.62%
<b>Services - Prepackaged Software</b>		
130,000 Cerence Inc. *	367,900	
10,900 Progress Software Corporation	591,434	
	959,334	0.59%
<b>Services - Services, NEC</b>		
400,000 Enviri Corp. *	3,452,000	2.14%
<b>Services - Skilled Nursing Care Facilities</b>		
40,000 The Ensign Group, Inc.	4,947,600	3.06%
<b>Special Industry Machinery (No Metalworking Machinery)</b>		
14,300 Kadant Inc.	4,201,054	2.60%
<b>Special Industry Machinery, NEC</b>		
40,000 Axcelis Technologies, Inc. *	5,687,600	
9,800 Azenta, Inc. *	515,676	
150,000 Veeco Instruments Inc. *	7,006,500	
	13,209,776	8.17%
<b>Surgical &amp; Medical Instruments &amp; Apparatus</b>		
60,900 AtriCure, Inc. *	1,386,693	
500,000 MiMedx Group, Inc. *	3,465,000	
340,000 Orthofix Medical, Inc. *	4,508,400	
129,400 OrthoPediatrics Corp. *	3,721,544	
240,000 SI-BONE, Inc. *	3,103,200	
300,000 Tactile Systems Technology, Inc. *	3,582,000	
300,000 TELA Bio, Inc. *	1,410,000	
	21,176,837	13.10%
<b>Telephone &amp; Telegraph Apparatus</b>		
600,000 ADTRAN Holdings, Inc.	3,156,000	
600,000 Infinera Corporation *	3,654,000	
	6,810,000	4.21%
<b>Women's, Misses', and Juniors Outerwear</b>		
150,000 J.Jill, Inc.	5,245,500	3.25%
<b>Total for Common Stocks (Cost \$93,404,625)</b>	<b>153,833,196</b>	<b>95.19%</b>
<b>CONTINGENT VALUE RIGHTS</b>		
300,000 Pacira BioSciences Inc. Contigent Value Rights * +	126,000	0.08%
<b>Total for Contingent Value Rights (Cost \$186,000)</b>		
<b>MONEY MARKET FUNDS</b>		
8,252,435 Goldman Sachs FS Government Fund Institutional Class 5.22% **	8,252,435	5.11%
<b>Total for Money Market Funds (Cost \$8,252,435)</b>		
<b>Total Investment Securities</b>	162,211,631	100.38%
<b>(Cost \$101,843,060)</b>		
<b>Liabilities in Excess of Other Assests</b>	(608,912)	-0.38%
<b>Net Assets</b>	<b>\$ 161,602,719</b>	<b>100.00%</b>



\* Non-Income Producing Securities.

\*\* The rate shown represents the 7-day yield at June 30, 2024.

+ Level 3.

The accompanying notes are an integral part of these financial statements.

## Paradigm Funds

<b>Statements of Assets and Liabilities (Unaudited)</b> <b>June 30, 2024</b>	<b>Value Fund</b>	<b>Select Fund</b>
Assets:		
Investment Securities at Fair Value*	\$ 50,544,040	\$ 122,002,806
Receivable for Fund Shares Sold	156,200	53,056
Receivable for Securities Sold	291,485	455,445
Dividends Receivable	19,917	78,168
Total Assets	<u>51,011,642</u>	<u>122,589,475</u>
Liabilities:		
Payable for Fund Shares Redeemed	54,804	23,059
Payable for Securities Purchased	-	471,054
Payable to Advisor	62,812	115,808
Total Liabilities	<u>117,616</u>	<u>609,921</u>
Net Assets	<u>\$ 50,894,026</u>	<u>\$ 121,979,554</u>
Net Assets Consist of:		
Paid In Capital	\$ 15,983,767	\$ 80,615,244
Total Distributable Earnings	34,910,259	41,364,310
Net Assets	<u>\$ 50,894,026</u>	<u>\$ 121,979,554</u>
Net Asset Value, Offering and Redemption Price (Note 2)	<u>\$ 58.97</u>	<u>\$ 74.81</u>
* Investments at Identified Cost	<u>\$ 21,924,753</u>	<u>\$ 81,299,662</u>
Shares Outstanding (Unlimited number of shares authorized without par value)	<u>863,035</u>	<u>1,630,549</u>
<b>Statements of Operations (Unaudited)</b> <b>For the six month period ended June 30, 2024</b>		
Investment Income:		
Dividends (Net of foreign taxes of \$0 and \$0, respectively)	\$ 266,030	\$ 595,895
Total Investment Income	<u>266,030</u>	<u>595,895</u>
Expenses:		
Investment Advisor Fees	380,811	891,206
Total Expenses	380,811	891,206
Less: Expenses Waived	-	(207,948)
Net Expenses	<u>380,811</u>	<u>683,258</u>
Net Investment Loss	<u>(114,781)</u>	<u>(87,363)</u>
Realized and Unrealized Gain (Loss) on Investments:		
Net Realized Gain on Investments	6,420,645	5,435,405
Net Change in Net Unrealized Appreciation on Investments	<u>(3,441,365)</u>	<u>4,020,453</u>
Net Realized and Unrealized Gain on Investments	<u>2,979,280</u>	<u>9,455,858</u>
Net Increase in Net Assets from Operations	<u>\$ 2,864,499</u>	<u>\$ 9,368,495</u>

The accompanying notes are an integral part of these financial statements.

# Paradigm Funds

## Statement of Assets and Liabilities (Unaudited)

June 30, 2024

### Micro-Cap Fund

Assets:

Investment Securities at Fair Value*	\$ 162,211,631
Receivable for Fund Shares Sold	38,035
Dividends Receivable	49,837
Total Assets	<u>162,299,503</u>

Liabilities:

Payable for Fund Shares Redeemed	114,231
Payable for Securities Purchased	419,337
Payable to Advisor	163,216
Total Liabilities	<u>696,784</u>

Net Assets

\$ 161,602,719

Net Assets Consist of:

Paid In Capital	\$ 90,251,711
Total Distributable Earnings	71,351,008

Net Assets

\$ 161,602,719

Net Asset Value, Offering and Redemption Price (Note 2)

\$ 54.54

\* Investments at Identified Cost

\$ 101,843,060

Shares Outstanding (Unlimited number of shares  
authorized without par value)

2,963,215

## Statement of Operations (Unaudited)

For the six month period ended June 30, 2024

Investment Income:

Dividends (Net of foreign taxes \$0)	\$ 364,283
Total Investment Income	<u>364,283</u>

Expenses:

Investment Advisor Fees	975,129
Total Expenses	<u>975,129</u>

Net Investment Loss

(610,846)

Realized and Unrealized Gain (Loss) on Investments:

Net Realized Gain on Investments	11,960,662
Net Change in Net Unrealized Appreciation on Investments	<u>(1,069,112)</u>

Net Realized and Unrealized Gain on Investments

10,891,550

Net Increase in Net Assets from Operations

\$ 10,280,704

The accompanying notes are an integral part of these financial statements.

# Paradigm Funds

## Statements of Changes in Net Assets

	Value Fund		Select Fund	
	(Unaudited)		(Unaudited)	
	1/1/2024 to 6/30/2024	1/1/2023 to 12/31/2023	1/1/2024 to 6/30/2024	1/1/2023 to 12/31/2023
From Operations:				
Net Investment Income (Loss)	\$ (114,781)	\$ (228,964)	\$ (87,363)	\$ 356,349
Net Realized Gain (Loss) on Investments	6,420,645	3,218,979	5,435,405	(1,353,410)
Net Change in Unrealized Appreciation on Investments	(3,441,365)	3,073,192	4,020,453	25,418,355
Net Increase in Net Assets from Operations	<u>2,864,499</u>	<u>6,063,207</u>	<u>9,368,495</u>	<u>24,421,294</u>
From Distributions to Shareholders:	-	(3,099,373)	-	(348,479)
From Capital Share Transactions:				
Proceeds From Sale of Shares	951,577	1,554,253	6,533,768	25,248,028
Proceeds from Redemption Fees (Note 2)	721	1,282	9,746	7,591
Shares Issued on Reinvestment of Dividends	-	3,046,672	-	337,762
Cost of Shares Redeemed	(3,493,920)	(5,515,163)	(8,255,523)	(28,833,853)
Net Decrease from Shareholder Activity	<u>(2,541,622)</u>	<u>(912,956)</u>	<u>(1,712,009)</u>	<u>(3,240,472)</u>
Net Increase in Net Assets	322,877	2,050,878	7,656,486	20,832,343
Net Assets at Beginning of Period	<u>50,571,149</u>	<u>48,520,271</u>	<u>114,323,068</u>	<u>93,490,725</u>
Net Assets at End of Period	<u>\$ 50,894,026</u>	<u>\$ 50,571,149</u>	<u>\$ 121,979,554</u>	<u>\$ 114,323,068</u>
Share Transactions:				
Issued	16,388	28,659	90,690	406,475
Reinvested	-	54,019	-	4,842
Redeemed	(60,908)	(102,469)	(114,290)	(469,268)
Net Decrease in Shares	<u>(44,520)</u>	<u>(19,791)</u>	<u>(23,600)</u>	<u>(57,951)</u>
Shares Outstanding Beginning of Period	<u>907,555</u>	<u>927,346</u>	<u>1,654,149</u>	<u>1,712,100</u>
Shares Outstanding End of Period	<u>863,035</u>	<u>907,555</u>	<u>1,630,549</u>	<u>1,654,149</u>

The accompanying notes are an integral part of these financial statements.

# Paradigm Funds

## Statements of Changes in Net Assets

	Micro-Cap Fund	
	(Unaudited)	
	1/1/2024 to 6/30/2024	1/1/2023 to 12/31/2023
From Operations:		
Net Investment Loss	\$ (610,846)	\$ (1,048,105)
Net Realized Gain (Loss) on Investments	11,960,662	413,059
Net Change in Unrealized Appreciation on Investments	(1,069,112)	21,899,783
Net Increase (Decrease) in Net Assets from Operations	<u>10,280,704</u>	<u>21,264,737</u>
From Distributions to Shareholders:	-	-
From Capital Share Transactions:		
Proceeds From Sale of Shares	6,917,781	26,403,688
Proceeds from Redemption Fees (Note 2)	4,123	9,050
Shares Issued on Reinvestment of Dividends	-	-
Cost of Shares Redeemed	(8,670,963)	(7,936,099)
Net Increase (Decrease) from Shareholder Activity	<u>(1,749,059)</u>	<u>18,476,639</u>
Net Increase in Net Assets	8,531,645	39,741,376
Net Assets at Beginning of Period	<u>153,071,074</u>	<u>113,329,698</u>
Net Assets at End of Period	<u>\$ 161,602,719</u>	<u>\$ 153,071,074</u>
Share Transactions:		
Issued	130,007	548,374
Reinvested	-	-
Redeemed	(164,004)	(167,276)
Net Increase (Decrease) in Shares	<u>(33,997)</u>	<u>381,098</u>
Shares Outstanding Beginning of Period	<u>2,997,212</u>	<u>2,616,114</u>
Shares Outstanding End of Period	<u>2,963,215</u>	<u>2,997,212</u>

The accompanying notes are an integral part of these financial statements.

# Paradigm Value Fund

## Financial Highlights

Selected data for a share outstanding throughout each period:	(Unaudited)					
	1/1/2024 to 6/30/2024	1/1/2023 to 12/31/2023	1/1/2022 to 12/31/2022	1/1/2021 to 12/31/2021	1/1/2020 to 12/31/2020	1/1/2019 to 12/31/2019
Net Asset Value - Beginning of Period	\$ 55.72	\$ 52.32	\$ 71.43	\$ 56.29	\$ 48.83	\$ 41.94
Net Investment Income (Loss) (a)	(0.13)	(0.26)	(0.29)	(0.53)	(0.14)	0.05
Net Gain (Loss) on Investments (Realized and Unrealized)	3.38	7.27	(14.28)	17.56	8.81	9.29
Total from Investment Operations	3.25	7.01	(14.57)	17.03	8.67	9.34
Distributions (From Net Investment Income)	-	-	-	-	(0.04)	(0.02)
Distributions (From Capital Gains)	-	(3.61)	(4.55)	(1.91)	(1.18)	(2.43)
Total Distributions	-	(3.61)	(4.55)	(1.91)	(1.22)	(2.45)
Proceeds from Redemption Fees (Note 2)	- +	- +	0.01	0.02	0.01	- +
Net Asset Value - End of Period	\$ 58.97	\$ 55.72	\$ 52.32	\$ 71.43	\$ 56.29	\$ 48.83
Total Return (b)	5.83% *	13.31%	(20.42)%	30.30%	17.78%	22.27%
<b>Ratios/Supplemental Data</b>						
Net Assets - End of Period (Thousands)	\$ 50,894	\$ 50,571	\$ 48,520	\$ 76,200	\$ 57,693	\$ 54,889
Ratio of Expenses to Average Net Assets	1.50% **	1.50%	1.50%	1.50%	1.50%	1.50%
Ratio of Net Investment Income (Loss) to Average Net Assets	(0.45)% **	(0.48)%	(0.50)%	(0.78)%	(0.32)%	0.12%
Portfolio Turnover Rate	14.39% *	12.04%	1.87%	10.61%	11.64%	12.31%

\* Not Annualized.

\*\* Annualized.

(a) Per share amount calculated using the average shares method.

(b) Total return represents the rate that the investor would have earned or lost on an investment in the Fund assuming reinvestment of dividends. Returns do not reflect the deduction of taxes a shareholder would pay on Fund distributions or redemption of Fund shares.

+ Amount calculated is less than \$0.005.

The accompanying notes are an integral part of these financial statements.

# Paradigm Select Fund

## Financial Highlights

Selected data for a share outstanding throughout each period:	(Unaudited)					
	1/1/2024 to 6/30/2024	1/1/2023 to 12/31/2023	1/1/2022 to 12/31/2022	1/1/2021 to 12/31/2021	1/1/2020 to 12/31/2020	1/1/2019 to 12/31/2019
Net Asset Value - Beginning of Period	\$ 69.11	\$ 54.61	\$ 74.25	\$ 56.71	\$ 45.04	\$ 32.75
Net Investment Income (Loss) (a)	(0.05)	0.22	(0.02)	(0.19)	(0.11)	0.01
Net Gain (Loss) on Investments (Realized and Unrealized)	5.74	14.49	(19.64)	17.78	11.83	12.54
Total from Investment Operations	5.69	14.71	(19.66)	17.59	11.72	12.55
Distributions (From Net Investment Income)	-	(0.21)	-	-	- +	(0.01)
Distributions (From Capital Gains)	-	-	(0.01)	(0.13)	(0.06)	(0.25)
Total Distributions	-	(0.21)	(0.01)	(0.13)	(0.06)	(0.26)
Proceeds from Redemption Fees (Note 2)	0.01	- +	0.03	0.08	0.01	- +
Net Asset Value - End of Period	\$ 74.81	\$ 69.11	\$ 54.61	\$ 74.25	\$ 56.71	\$ 45.04
Total Return (b)	8.25% *	26.94%	(26.44)%	31.16%	26.05%	38.32%
<b>Ratios/Supplemental Data</b>						
Net Assets - End of Period (Thousands)	\$ 121,980	\$ 114,323	\$ 93,491	\$ 148,527	\$ 64,970	\$ 36,744
Before Waiver						
Ratio of Expenses to Average Net Assets	1.50% **	1.50%	1.50%	1.50%	1.50%	1.50%
After Waiver						
Ratio of Expenses to Average Net Assets (c)	1.15% **	1.15%	1.15%	1.15%	1.15%	1.15%
Ratio of Net Investment Income (Loss) to Average Net Assets (c)	(0.15)% **	0.36%	(0.04)%	(0.28)%	(0.26)%	0.03%
Portfolio Turnover Rate	9.92% *	21.49%	29.45%	8.64%	11.10%	15.27%

\* Not Annualized.

\*\* Annualized.

(a) Per share amount calculated using the average shares method.

(b) Total return represents the rate that the investor would have earned or lost on an investment in the Fund assuming reinvestment of dividends. Returns do not reflect the deduction of taxes a shareholder would pay on Fund distributions or redemption of Fund shares.

(c) Such percentages reflect an expense waiver by the Advisor. See Note 4.

+ Amount calculated is less than \$0.005.

The accompanying notes are an integral part of these financial statements.

# Paradigm Micro-Cap Fund

## Financial Highlights

Selected data for a share outstanding throughout each period:	(Unaudited)					
	1/1/2024 to 6/30/2024	1/1/2023 to 12/31/2023	1/1/2022 to 12/31/2022	1/1/2021 to 12/31/2021	1/1/2020 to 12/31/2020	1/1/2019 to 12/31/2019
Net Asset Value - Beginning of Period	\$ 51.07	43.32	54.57	43.13	\$ 30.91	\$ 25.26
Net Investment Loss (a)	(0.21)	(0.39)	(0.41)	(0.47)	(0.15)	(0.02)
Net Gain (Loss) on Investments (Realized and Unrealized)	3.68	8.14	(10.85)	12.51	14.63	5.67
Total from Investment Operations	3.47	7.75	(11.26)	12.04	14.48	5.65
Distributions (From Net Investment Income)	-	-	-	-	-	-
Distributions (From Capital Gains)	-	-	-	(0.61)	(2.26)	- +
Total Distributions	-	-	-	(0.61)	(2.26)	-
Proceeds from Redemption Fees (Note 2)	- +	- +	0.01	0.01	- +	-
Net Asset Value - End of Period	<u>\$ 54.54</u>	<u>\$ 51.07</u>	<u>\$ 43.32</u>	<u>\$ 54.57</u>	<u>\$ 43.13</u>	<u>\$ 30.91</u>
Total Return (b)	6.79% *	17.89%	(20.62)%	27.94%	46.85%	22.38%
<b>Ratios/Supplemental Data</b>						
Net Assets - End of Period (Thousands)	\$ 161,603	\$ 153,071	\$ 113,330	\$ 160,046	\$ 98,405	\$ 63,506
Ratio of Expenses to Average Net Assets	1.25% **	1.25%	1.25%	1.25%	1.25%	1.25%
Ratio of Net Investment Loss to Average Net Assets	(0.78)% **	(0.82)%	(0.92)%	(0.91)%	(0.48)%	(0.06)%
Portfolio Turnover Rate	19.72% **	38.31%	34.91%	46.02%	81.04%	86.09%

\* Not Annualized.

\*\* Annualized.

(a) Per share amount calculated using the average shares method.

(b) Total return represents the rate that the investor would have earned or lost on an investment in the Fund assuming reinvestment of dividends. Returns do not reflect the deduction of taxes a shareholder would pay on Fund distributions or redemption of Fund shares.

+ Amount calculated is less than \$0.005.

The accompanying notes are an integral part of these financial statements.



**NOTES TO THE FINANCIAL STATEMENTS**  
**PARADIGM FUNDS**  
**June 30, 2024**  
**(Unaudited)**

**1.) ORGANIZATION**

Paradigm Funds (the "Trust") is an open-end management investment company that was organized in Ohio as a business trust on September 13, 2002, that offers shares of beneficial interest in a number of separate series, each series representing a distinct fund with its own investment objectives and policies. The Paradigm Value Fund ("Value") commenced operations on January 1, 2003. Value's investment objective is long-term capital appreciation. The Paradigm Select Fund ("Select") commenced operations on January 1, 2005. Select's investment objective is long-term capital appreciation. The Paradigm Micro-Cap Fund ("Micro-Cap") commenced operations on January 1, 2008. Micro-Cap's investment objective is long-term capital appreciation. Under normal circumstances, Micro-Cap invests at least 80% of its net assets in the common stocks of U.S. micro-cap companies. Value, Select and Micro-Cap are all diversified funds. The advisor to Value, Select and Micro-Cap (each a "Fund" and collectively the "Funds") is Paradigm Funds Advisor LLC (the "Advisor").

**2.) SIGNIFICANT ACCOUNTING POLICIES**

The Funds are investment companies and accordingly follow the investment company accounting and reporting guidance of the Financial Accounting Standards Board ("FASB") Accounting Standards Codification Topic 946 *Financial Services - Investment Companies*. The financial statements are prepared in conformity with accounting principles generally accepted in the United States of America ("GAAP"). The Funds follow the significant accounting policies described in this section.

**SECURITY VALUATION:**

All investments in securities are recorded at their estimated fair value, as described in Note 3.

**SECURITY TRANSACTIONS AND OTHER:**

Security transactions are recorded based on the trade date for financial statement reporting purposes. Dividend income is recognized on the ex-dividend date. Interest income, if any, is recognized on an accrual basis. The Funds use the highest cost basis which is a form of specific identification in computing gain or loss on sale of investment securities. Withholding taxes on foreign dividends have been provided for in accordance with the Funds' understanding of the applicable country's tax rules and rates. The Funds may invest in real estate investment trusts ("REITs") that pay distributions to their shareholders based on available funds from operations. It is common for these distributions to exceed the REITs' taxable earnings and profits resulting in the excess portion of such distribution to be designated as return of capital. Distributions received from REITs are generally recorded as dividend income and, if necessary, are reclassified annually in accordance with tax information provided by the underlying REITs.

**SHARE VALUATION:**

Each Fund's net asset value (the "NAV") is calculated as of the close of trading on the New York Stock Exchange (the "Exchange") (normally 4:00 p.m. Eastern time) every day the Exchange is open. The NAV for each Fund is calculated by taking the total value of the Fund's assets, subtracting its liabilities, and then dividing by the total number of shares outstanding, rounded to the nearest cent. The offering price and redemption price per share is equal to the net asset value per share, except that shares of each Fund are subject to a redemption fee of 2% if redeemed within 90 days or less of purchase. During the six month period ended June 30, 2024, proceeds from redemption fees were \$721, \$9,746 and \$4,123 for Value, Select and Micro-Cap, respectively.

#### *INCOME TAXES:*

The Funds' policy is to comply with the requirements of the Internal Revenue Code that are applicable to regulated investment companies and to distribute all of their taxable income to shareholders. Therefore, no federal income tax provision is required. It is the Funds' policy to distribute annually, prior to the end of the calendar year, dividends sufficient to satisfy excise tax requirements of the Internal Revenue Code. This Internal Revenue Code requirement may cause an excess of distributions over the book year-end accumulated income. In addition, it is the Funds' policy to distribute annually, after the end of the fiscal year, any remaining net investment income and net realized capital gains.

The Funds recognize the tax benefits of certain tax positions only where the position is "more likely than not" to be sustained assuming examination by tax authorities. Management has analyzed the Funds' tax positions, and has concluded that no liability for unrecognized tax benefits should be recorded related to uncertain tax positions taken on returns filed for open tax years. The Funds identify their major tax jurisdictions as U.S. Federal and New York State tax authorities; the Funds are not aware of any tax positions for which it is reasonably possible that the total amounts of unrecognized tax benefits will change materially in the next twelve months. The Funds recognize interest and penalties, if any, related to unrecognized tax benefits as income tax expense in the Statements of Operations. During the six month period ended June 30, 2024, the Funds did not incur any interest or penalties.

#### *ESTIMATES:*

The financial statements are prepared in accordance with GAAP, which 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 increases and decreases in net assets from operations during the reporting period. Actual results could differ from those estimates.

#### *DISTRIBUTIONS TO SHAREHOLDERS:*

Distributions to shareholders, which are determined in accordance with income tax regulations, are recorded on the ex-dividend date. The Funds may utilize earnings and profits distributed to shareholders on redemptions of shares as part of the dividends paid deduction. The treatment for financial reporting purposes of distributions made to shareholders during the year from net investment income or net realized capital gains may differ from their ultimate treatment for federal income tax purposes. These differences are caused primarily by differences in the timing of recognition of certain components of income, expense or realized capital gain for federal income tax purposes. Where such differences are permanent in nature, they are reclassified in the components of the net assets based on their ultimate characterization for federal income tax purposes. Any such reclassification will have no effect on net assets, results of operations or net asset values per share of any Fund.

### 3.) SECURITIES VALUATIONS

The Funds utilize various methods to measure the fair value of their investments on a recurring basis. GAAP establishes a hierarchy that prioritizes inputs to valuation methods. The three levels of inputs are:

Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2 - Observable inputs other than quoted prices included in level 1 that are observable for the asset or liability, either directly or indirectly. These inputs may include quoted prices for the identical instrument on an inactive market, prices for similar instruments, interest rates, prepayment speeds, credit risk, yield curves, default rates and similar data.

Level 3 - Unobservable inputs for the asset or liability, to the extent relevant observable inputs are not available, representing the Funds' own assumptions about the assumptions a market participant would use in valuing the assets or liabilities, and would be based on the best information available.

The availability of inputs can vary from security to security and is affected by a wide variety of factors, including, for example, the type of security, whether the security is new and not yet established in the marketplace, the liquidity of markets, and other characteristics particular to the security. To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. Accordingly, the degree of judgment exercised in determining fair value is greatest for instruments categorized in level 3.

The inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes, the level in the fair value hierarchy within which the fair value measurement falls in its entirety, is determined based on the lowest level input that is significant to the fair value measurement in its entirety.

#### *FAIR VALUE MEASUREMENTS:*

A description of the valuation techniques applied to the Funds' major categories of assets measured at fair value on a recurring basis follows.

*Equity securities (common stocks and REITs).* Equity securities generally are valued by using market quotations, but may be valued on the basis of prices furnished by a pricing service when the Valuation Committee believes such prices accurately reflect the fair value of such securities. Securities that are traded on any stock exchange or on the NASDAQ over-the-counter market are generally valued by the pricing service at the last quoted sale price. Lacking a last sale price, an equity security is generally valued by the pricing service at its last bid price. Generally, if the security is traded in an active market and is valued at the last sale price, the security is categorized as a level 1 security, and if an equity security is valued by the pricing service at its last bid, it is generally categorized as a level 2 security. When market quotations are not readily available, when the Valuation Committee determines that the market quotation or the price provided by the pricing service does not accurately reflect the current fair value, or when restricted securities are being valued, such securities are valued as determined in good faith by the Valuation Committee, subject to review of the Board of Trustees (the "Trustees" or the "Board") and are categorized in level 2 or level 3, when appropriate.

*Money market funds.* Money market funds are valued at net asset value provided by the underlying funds and are classified in level 1 of the fair value hierarchy.

In accordance with the Trust's Valuation and Fair Value Pricing Policies and Procedures, the Valuation Committee is required to consider all appropriate factors relevant to the value of securities for which it has determined other pricing sources are not available or reliable as described above. There is no single standard for determining fair value, since fair value depends upon the circumstances of each individual case. As a general principle, the current fair value of an issue of securities being valued by the Valuation Committee would appear to be the amount which the owner might reasonably expect to receive for them upon their current sale. Methods which are in accordance with this principle may, for example, be based on (i) a multiple of earnings; (ii) a discount from market of a similar freely traded security (including a derivative security or a basket of securities traded on other markets, exchanges or among dealers); or (iii) yield to maturity with respect to debt issues, or a combination of these and other methods. The Board maintains responsibilities for the fair value determinations under Rule 2a-5 under the Investment Company Act of 1940 (the "1940 Act") and oversees the Valuation Committee.

The following tables summarize the inputs used to value each Fund's assets measured at fair value as of June 30, 2024:

**Value:**

<u>Valuation Inputs of Assets</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Common Stock	\$ 47,943,571	\$ -	\$ -	\$ 47,943,571
Real Estate Investments	1,561,579	-	-	1,561,579
Money Market Funds	1,038,890	-	-	1,038,890
Total	\$ 50,544,040	\$ -	\$ -	\$ 50,544,040

**Select:**

<u>Valuation Inputs of Assets</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Common Stock	\$ 117,290,226	\$ -	\$ -	\$ 117,290,226
Real Estate Investments	1,476,014	-	-	1,476,014
Money Market Funds	3,236,566	-	-	3,236,566
Total	\$ 122,002,806	\$ -	\$ -	\$ 122,002,806

**Micro-Cap:**

<u>Valuation Inputs of Assets</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Common Stock	\$ 153,833,196	\$ -	\$ -	\$ 153,833,196
Contingent Value Rights	-	-	126,000	126,000
Money Market Funds	8,252,435	-	-	8,252,435
Total	\$ 162,085,631	\$ -	\$ 126,000	\$ 162,211,631

The Funds did not hold any material level 3 assets during the six month period ended June 30, 2024. As of June 30, 2024, level 3 contingent value rights held in Micro-Cap represented 0.08% of the Fund's net assets. A reconciliation of level 3 investments, including certain disclosures related to significant inputs used in valuing level 3 investments, is therefore excluded.

The Funds did not invest in derivative instruments during the six month period ended June 30, 2024.

**4.) INVESTMENT ADVISORY AGREEMENTS**

The Trust, with respect to each of the Funds, has an investment advisory agreement (collectively the "Management Agreements") with the Advisor. Under the terms of the Management Agreements, the Advisor manages the investment portfolios of the Funds, subject to policies adopted by the Trustees. Under the Management Agreements, the Advisor, at its own expense and without reimbursement from the Trust, furnishes office space and all necessary office facilities, equipment and executive personnel necessary for managing the assets of the Funds. The Advisor pays all operating expenses of the Funds with the exception of taxes, brokerage fees and commissions, borrowing costs (such as interest and dividend expenses on securities sold short) and such extraordinary or non-recurring expenses as may arise, including litigation to which the Fund may be a party and indemnification of the Trustees and Trust officers with respect thereto. The Funds will also pay expenses that they are authorized to pay pursuant to Rule 12b-1 under the 1940 Act, as amended (none are currently authorized). The Advisor also pays the salaries and fees of all of its officers and employees that serve as Trustees and Trust Officers. For its services and payment of certain Fund expenses as described below, the Advisor receives an annual investment management fee of 1.50%, 1.50% and 1.25% of the average daily net assets from Value, Select and Micro-Cap, respectively. The Advisor's investment management fee is accrued daily and is typically paid monthly. As a result of the above calculations, for the six month period ended June 30, 2024, the Advisor earned management fees (before the waivers described below) totaling \$380,811, \$891,206 and \$975,129 for Value, Select and Micro-Cap, respectively. At June 30, 2024, \$62,812, \$115,808 and \$163,216 was due to the Advisor from Value, Select and Micro-Cap, respectively. The Advisor has contractually agreed to waive management fees and/or reimburse Select to the extent necessary to maintain total annual operating expenses of the Fund (excluding brokerage fees and commissions, interest and other borrowing expenses, taxes, extraordinary expenses and indirect costs of investing in acquired funds) at 1.15% of daily net assets through April 30, 2025. The Advisor waived \$207,948 for the six month period ended June 30, 2024, for Select, pursuant to its contractual agreement. There is no recapture provision to this waiver.

## 5.) RELATED PARTY TRANSACTIONS

Certain officers and shareholders of the Advisor are also officers and/or a Trustee of the Trust. These individuals may receive benefits from the Advisor resulting from management fees paid to the Advisor from the Funds.

The Trustees who are not interested persons of the Funds were each paid \$4,000, for a total of \$16,000, in Trustees fees for the six month period ended June 30, 2024, for the Trust. Under the Management Agreements, the Advisor pays these fees.

## 6.) INVESTMENTS

For the six month period ended June 30, 2024, purchases and sales of investment securities other than U.S. government obligations and short-term investments were as follows:

	Value	Select	Microcap
Purchases	\$7,118,197	\$11,441,225	\$33,783,668
Sales	\$10,047,130	\$11,689,705	\$29,141,809

There were no purchases or sales of U.S. Government obligations.

## 7.) CONTROL OWNERSHIP

The beneficial ownership, either directly or indirectly, of more than 25% of the voting shares of a fund creates a presumption of control of the fund, under section 2(a)(9) of the 1940 Act. At June 30, 2024, National Financial Services, LLC, located at 200 Liberty Street, New York, New York, for the benefit of its customers, held, in aggregate, 26.38% of Value, and therefore also may be deemed to control Value. Candace King Weir, beneficial owner located at 9 Elk Street, Albany, New York 12207, held, in aggregate, 36.20%, of Select, and therefore may be deemed to control Select. Candace King Weir, beneficial owner located at 9 Elk Street, Albany, New York 12207, held, in aggregate, 65.25% of Micro-Cap, and therefore may be deemed to control Micro-Cap.

## 8.) TAX MATTERS

For federal income tax purposes, at June 30, 2024, the cost of securities on a tax basis and the composition of gross unrealized appreciation (the excess of value over tax cost) and depreciation (the excess of tax cost over value) were as follows:

	Value	Select	Micro-Cap
Cost of Investments	\$ 21,924,753	\$ 81,299,662	\$ 101,843,060
Gross Unrealized Appreciation	\$ 30,395,544	\$ 48,091,570	\$ 69,051,636
Gross Unrealized Depreciation	<u>(1,776,257)</u>	<u>(7,388,426)</u>	<u>(8,683,065)</u>
Net Unrealized Appreciation (Depreciation) on Investments	\$ 28,619,287	\$ 40,703,144	\$ 60,368,571

The tax character of distributions paid during the six month period ended June 30, 2024, and the fiscal year ended December 31, 2023 were as follows:

	Six Months Ended June 30, 2024	Fiscal Year Ended December 31, 2023
Value		
Ordinary Income	\$ -	\$ -
Long-term Capital Gain	-	3,099,373
	<u>\$ -</u>	<u>\$ 3,099,373</u>

Select

Ordinary Income	\$ -	\$ 348,479
Long-term Capital Gain	-	-
	<u>\$ -</u>	<u>\$ 348,479</u>

Micro-Cap

Ordinary Income	\$ -	\$ -
Long-term Capital Gain	-	-
	<u>\$ -</u>	<u>\$ -</u>

## 9.) SECTOR CONCENTRATION RISK

If a Fund has significant investments in the securities of issuers in industries within a particular sector, any development affecting that sector will have a greater impact on the value of the net assets of the Fund than would be the case if the Fund did not have significant investments in that sector. In addition, this may increase the risk of loss of an investment in the Fund and increase the volatility of the Fund's NAV per share. From time to time, circumstances may affect a particular sector and the companies within such sector. For instance, economic or market factors, regulation or deregulation, and technological or other developments may negatively impact all companies in a particular sector and therefore the value of a Fund's portfolio will be adversely affected. As of June 30, 2024, Value had 26% and 32% of its equity securities held invested in stocks within the Industrials sector and the Information Technology sector; Select had had 34% and 30% of its equity securities held invested in stocks within the Industrials sector and Information Technology sector, respectively; and Micro-Cap had 37% and 32% of its equity securities held invested in stocks within the Information Technology sector and the Health Care sector, respectively.

## 10.) SUBSEQUENT EVENTS

Subsequent events after the date of the Statements of Assets and Liabilities have been evaluated through the date the financial statements were issued. Management has concluded that there is no impact requiring adjustment to or disclosure in the financial statements.

**Item 8. Changes in and Disagreements with Accountants for Open-End Management Investment Companies.**

None.

**Item 9. Proxy Disclosures for Open-End Management Investment Companies.**

Not applicable

**Item 10. Remuneration Paid to Directors, Officers, and Others of Open-End Management Investment Companies.**

Included under Item 7.

## **Item 11. Statement Regarding Basis for Approval of Investment Advisory Contract.**

On February 14, 2024, the Board of Trustees (the "Board" or the "Trustees") considered the continuance of the management agreements between the Trust and the Advisor, on behalf of the Paradigm Value Fund, Paradigm Select Fund, and Paradigm Micro-Cap Fund (the "Agreements" or "Management Agreements"). Legal counsel reviewed the memorandum provided by Thompson Hine LLP outlining the duties of mutual fund trustees with respect to the renewal of investment advisory contracts, and explained that, in consideration of the continuance of the management agreements, the Board should review information reasonably necessary to evaluate the terms of the Agreements and determine whether each was fair to each Fund and its shareholders. Legal counsel also explained that the Advisor provided information to the Trustees for evaluation of the continuance of the Agreements.

In renewing the Agreements, the Board of Trustees received materials from the Advisor (the "Report") addressing the following factors: (i) the investment performance of the Funds and the Advisor; (ii) the nature, extent and quality of the services provided by the Advisor to the Funds; (iii) the cost of the services to be provided and the profits to be realized by the Advisor and its affiliates from the relationship with the Funds; (iv) the extent to which economies of scale will be realized as the Funds grow; and (v) whether the fee levels reflect these economies of scale for the benefit of shareholders.

As to the performance of the Funds, the Report included information regarding the performance of each Fund compared to a group of funds of similar size, style and objective (the "Peer Group") through various periods ended December 31, 2023. The Report also included comparative performance information for comparable major indexes, each Fund's Morningstar category average, and other accounts managed by the Advisor.

The Trustees discussed each Fund's performance in relation to the applicable Fund's Peer Group average, the Morningstar category average and the comparative index for certain periods for each Fund, as detailed in the Report. The Trustees discussed with representatives of the Advisor the factors underlying the performance of the Funds over various time periods, noting that the relative performance of the Paradigm Value Fund over the short-term was below that of its benchmark index. The Trustees noted that the short-term underperformance was not unreasonable in light of recent market volatility. The Paradigm Select Fund's and Paradigm Micro-Cap Fund's relative performance over the short-term was above that of their benchmark index. The Trustees noted that each Fund outperformed its benchmark index over the long-term (five-year and ten-year period ended December 31, 2023). The Board agreed that the Advisor demonstrated the resilience of its investment process and its conviction over long-term periods. The Advisor noted that it continued to seek out quality companies with strong leadership teams; focus on discounted valuation among underappreciated and underfollowed names; identify companies with strong free cash flow profiles that allowed the company invest in future growth. The Trustees further noted the importance of the Advisor's sector allocations and stock selection process. The Trustees noted the Advisor's explanations for the recent performance of each Fund and concluded, after careful review of the investment process and further discussion with the portfolio managers, that each Fund's performance was consistent with the Board's performance expectations.

As to the nature, extent and quality of the services provided by the Advisor, the Trustees analyzed the Advisor's experience and capabilities. They discussed the information provided regarding operational matters such as the Advisor's research and investment personnel. They also discussed the portfolio managers' backgrounds and investment management experience. The Board expressed its appreciation for its access to the senior personnel of the Advisor, the open and transparent dialogue with the Board, and the Advisor's commitment to in depth research. They reviewed the Advisor's financial information and discussed the firm's ability to meet its obligations under the Agreements. The Board concluded that the nature and extent of the services provided by the Advisor were consistent with the Board's expectations, and that the quality of services, particularly those provided by the portfolio managers, was more than satisfactory. The Trustees also concluded that the Advisor had the resources to provide quality advisory services to the Funds.



As to the costs of the services provided, the Board reviewed the fees received by the Advisor under the Agreements compared to the applicable Peer Group and category average. The Trustees noted that each Fund paid a unitary management fee under which the Advisor provided advisory services and certain administrative and governance functions and paid Fund expenses. They reviewed the unitary management fee of 1.50% of average daily net assets for the Paradigm Value Fund and Paradigm Select Fund, and 1.25% of average daily net assets of the Paradigm Micro-Cap Fund. The Board noted that the Advisor had contractually agreed to waive management fees and reimburse expenses to the extent necessary to maintain total annual operating expenses of the Select Fund (excluding certain expenses) at 1.15% of its average daily net assets through April 30, 2024, thereby benefiting shareholders. As a result of the unitary fee structure, the Trustees discussed whether peer advisory fees or net expense ratios were more comparable to the unitary fee structure, and determined to focus primarily on the peer funds' net expense ratios, while considering all relevant data. They discussed that in each case the Fund's expense ratio was higher than its Morningstar category average expense ratio and higher than its Peer Group average expense ratio but within the range of its Peer Group. The Trustees noted that, while the fees may be higher, they appeared reasonable when compared to the benchmarks' range of fees, and in light of the quality of advisory services delivered. The Board noted that while the Advisor did not manage any other accounts, Paradigm Capital Management, Inc., an affiliate of the Advisor, provided services to hedge funds, institutional accounts, and separately managed accounts for high net-worth clients, and the Board reviewed the fees charged to manage those accounts. After a discussion, the Trustees concluded that the management fees paid by each Fund were not unreasonable.

As for the profits realized by the Advisor, the Trustees reviewed an estimated profit and loss analysis prepared by the Advisor that disclosed the direct and indirect expenses paid by the Advisor on behalf of each Fund, expenses incurred by the Advisor managing the Funds, the total revenue derived by the Advisor from each Fund and the pre-tax operating margin of the Advisor with respect to each Fund for the calendar year ended December 31, 2023. The Trustees also reviewed a broad industry analysis of mutual fund profitability prepared by an independent third party, noting the operating margins realized by the Advisor were well within the range reported in the analysis. The Funds' chief compliance officer confirmed to the Trustees that no Fund portfolio securities were traded through the Advisor's affiliated broker-dealer and that all trades were made on the basis of best price and execution. The Trustees concluded that the Advisor was not excessively profitable from its relationship with any of the Funds.

As for economies of scale, the Trustees discussed and considered information regarding whether economies of scale had been realized with respect to the management of the Funds, whether the Funds had appropriately benefited from any economies of scale, and whether there is potential for realization of any further economies of scale. The Board considered that the Funds' shareholders experienced benefits from the fact that the Advisor was obligated to pay certain of the Funds' operating expenses, which had the effect of limiting the overall fees paid by the Funds. The Board also noted that the Advisor had contractually agreed to waive management fees and reimburse expenses for the Select Fund, thereby benefiting shareholders. The Trustees agreed that, at current asset levels, further fee concessions were not justified and the unitary fee structure indirectly provided the benefits of economies of scale to shareholders despite the relatively small size of the Funds.

In considering the continuance of the Management Agreements between the Trust and the Advisor, the disinterested Trustees did not identify any factor as all-important or all-controlling and instead considered these factors collectively in light of each Fund's surrounding circumstances. Additionally, as part of its deliberations, the Trustees also considered and relied upon the information about the Funds that had been provided to them throughout the year in connection with their regular Board meetings at which they engage in the ongoing oversight of the Funds and their operations. Next, the disinterested Trustees met in executive session with Fund counsel to discuss the continuation of the Agreements. The other meeting participants were excused during this discussion.

Upon the return of the other meeting participants, the Trustees conveyed their consensus, including the disinterested Trustees, that renewal of the Management Agreements was in the best interests of each Fund and its shareholders.

**Item 12. Disclosure of Proxy Voting Policies and Procedures for Closed-End Management Investment Companies.**

Not applicable.

**Item 13. Portfolio Managers of Closed-End Management Investment Companies.**

Not applicable.

**Item 14. Purchases of Equity Securities by Closed-End Management Investment Company and Affiliated Purchasers.**

Not applicable.

**Item 15. Submission of Matters to a Vote of Security Holders.**

There have been no material changes to the procedures by which shareholders may recommend nominees to the registrant's Board of Trustees.

**Item 16. Controls and Procedures.**

(a) The Registrant's president and chief financial officer concluded that the disclosure controls and procedures (as defined in Rule 30a-3(c) under the Act (17 CFR 270.30a -3(c))) as of a date within 90 days of the filing date of the report that includes the disclosure required by this paragraph, based on the evaluation of these controls and procedures required by Rule 30a-3(b) under the Act (17 CFR 270.30a -3(b)) and Rules 13a-15(b) or 15d-15(b) under the Exchange Act (17 CFR 240.13a -15(b) or 240.15d -15(b)).

(b) There were no changes in the registrant's internal control over financial reporting (as defined in Rule 30a-3(d) under the Act (17 CFR 270.30a -3(d))) that occurred during the period covered by this report that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

**Item 17. Disclosure of Securities Lending Activities for Closed-End Management Investment Companies.**

Not applicable.

**Item 18. Recovery of Erroneously Awarded Compensation.**

Not applicable.