

The Gabelli Small Cap Growth Fund

Shareholder Commentary June 30, 2009

To Our Shareholders,

For the second quarter of 2009, The Gabelli Small Cap Growth Fund rose 20.59% versus a gain of 20.69% for the Russell 2000 Index. The Fund's annualized total returns for the one year, three year, five year, ten year, fifteen year, and since inception periods were (18.43)%, (4.02)%, 2.45%, 6.85%, 10.01%, and 11.75%, respectively, outperforming the Russell 2000 benchmark for each of these periods. The Fund's cumulative total return since inception 17.67 years ago on October 22, 1991 is 613.41%.

Comparative Results

Average Annual Returns through June 30, 2009 (a)(b)

	Quarter	Six Months	1 Year	3 Year	5 Year	10 Year	15 Year	Since Inception (10/22/91)
Gabelli Small Cap Growth Fund								
Class AAA	20.59%	7.55%	(18.43)%	(4.02)%	2.45%	6.85%	10.01%	11.75%
Russell 2000 Index	20.69	2.64	(25.01)	(9.89)	(1.71)	2.38	6.55	7.50
Value Line Composite Index	32.20	22.05	(14.04)	(5.07)	1.00	5.05	9.54	10.03

The expense ratio in the current prospectus is 1.45% for the Fund's Class AAA Shares. Class AAA Shares do not have a sales charge.

(a) **Returns represent past performance and do not guarantee future results.** Total returns and average annual returns reflect changes in share price and reinvestment of dividends and are net of expenses. Investment returns and the principal value of an investment will fluctuate. When shares are redeemed, they may be worth more or less than their original cost. Performance returns for periods of less than one year are not annualized. Current performance may be lower or higher than the performance data presented. Visit www.gabelli.com for performance information as of the most recent month end. **Investors should carefully consider the investment objectives, risks, charges, and expenses of the Fund before investing. The prospectus contains more information about this and other matters and should be read carefully before investing.** See page 8 for performance of other classes of shares. Investing in small capitalization securities involves special challenges because these securities may trade less frequently and experience more abrupt price movements than large capitalization securities. The Russell 2000 and Value Line Composite Indices are unmanaged indicators of stock market performance. Dividends are considered reinvested. You cannot invest directly in an index.

(b) The Fund's fiscal year ends September 30.

THE GABELLI SMALL CAP GROWTH FUND INVESTMENT RESULTS (CLASS AAA SHARES) (a)(c)

		Calendar Quarter				Year
		1st	2nd	3rd	4th	
2009:	Net Asset Value	\$18.31	\$22.08	—	—	—
	Total Return	(10.8)%	20.6%	—	—	—
2008:	Net Asset Value	\$29.55	\$29.05	\$28.20	\$20.53	\$20.53
	Total Return	(7.4)%	(1.7)%	(2.9)%	(21.9)%	(31.0)%
2007:	Net Asset Value	\$32.51	\$34.65	\$34.37	\$31.92	\$31.92
	Total Return	4.2%	6.6%	(0.8)%	2.6%	7.3%
2006:	Net Asset Value	\$31.14	\$30.32	\$30.40	\$31.20	\$31.20
	Total Return	10.2%	(2.6)%	0.3%	10.7%	19.2%
2005:	Net Asset Value	\$28.08	\$29.02	\$29.97	\$28.25	\$28.25
	Total Return	(1.9)%	3.4%	3.3%	1.1%	5.9%
2004:	Net Asset Value	\$25.76	\$26.53	\$25.88	\$28.62	\$28.62
	Total Return	5.2%	3.0%	(2.5)%	15.2%	21.7%
2003:	Net Asset Value	\$17.02	\$20.13	\$21.48	\$24.49	\$24.49
	Total Return	(5.1)%	18.3%	6.7%	14.8%	37.6%
2002:	Net Asset Value	\$20.92	\$20.24	\$17.04	\$17.93	\$17.93
	Total Return	8.9%	(3.3)%	(15.8)%	6.7%	(5.3)%
2001:	Net Asset Value	\$18.45	\$20.43	\$17.13	\$19.21	\$19.21
	Total Return	(1.4)%	10.7%	(16.2)%	14.3%	4.7%
2000:	Net Asset Value	\$22.24	\$22.77	\$23.60	\$18.71	\$18.71
	Total Return	3.8%	2.4%	3.6%	1.1%	11.3%
1999:	Net Asset Value	\$19.59	\$22.94	\$21.84	\$21.43	\$21.43
	Total Return	(6.8)%	17.1%	(4.8)%	9.9%	14.2%
1998:	Net Asset Value	\$23.93	\$23.59	\$18.81	\$21.01	\$21.01
	Total Return	10.9%	(1.4)%	(20.3)%	14.7%	0.0%
1997:	Net Asset Value	\$19.11	\$22.23	\$25.42	\$21.58	\$21.58
	Total Return	3.1%	16.3%	14.7%	(0.8)%	36.5%
1996:	Net Asset Value	\$19.65	\$20.68	\$20.02	\$18.53	\$18.53
	Total Return	6.2%	5.2%	(3.2)%	3.4%	11.9%
1995:	Net Asset Value	\$17.03	\$17.88	\$19.34	\$18.50	\$18.50
	Total Return	7.4%	5.0%	8.2%	2.6%	25.2%
1994:	Net Asset Value	\$16.76	\$16.33	\$17.24	\$15.85	\$15.85
	Total Return	(3.6)%	(2.6)%	5.6%	(2.1)%	(2.9)%
1993:	Net Asset Value	\$15.46	\$15.74	\$16.90	\$17.38	\$17.38
	Total Return	6.6%	1.8%	7.4%	5.3%	22.8%
1992:	Net Asset Value	\$13.42	\$13.41	\$13.10	\$14.50	\$14.50
	Total Return	9.9%	(0.1)%	(2.3)%	12.1%	20.3%
1991:	Net Asset Value	—	—	—	\$12.21	\$12.21
	Total Return	—	—	—	22.9%(b)	22.9%(b)

Average Annual Returns – June 30, 2009 (a)(c)

1 Year	(18.43)%
5 Year	2.45
10 Year	6.85
Life of Fund (b)	11.75

The Fund's expense ratio is 1.45% (Class AAA Shares).

(a) Total returns and average annual returns reflect changes in share price and reinvestment of distributions and are net of expenses. Of course, returns represent past performance and do not guarantee future results. Investment returns and the principal value of an investment will fluctuate. When shares are redeemed they may be worth more or less than their original cost. Current performance may be lower or higher than the performance data presented. Visit www.gabelli.com for performance information as of the most recent month end. **Investors should carefully consider the investment objectives, risks, charges, and expenses of the Fund before investing. The prospectus contains more information about this and other matters and should be read carefully before investing.** Investing in small capitalization securities involves special challenges because these securities may trade less frequently and experience more abrupt price movements than large capitalization securities. See page 8 for performance of other share classes.

(b) From commencement of investment operations on October 22, 1991.

(c) The Fund's fiscal year ends September 30.

COMMENTARY

The Economy

Mark Twain's observation that "History doesn't repeat itself – at best it sometimes rhymes" has been invoked frequently as commentators search for parallels between the current economic crisis and those of the past. For the moment, a repeat of the Great Depression of the 1930s – with 25% unemployment, a one-third contraction in the money supply, and a collapse of global trade – appears to have been averted. Indeed, comfort that we have retreated from the brink of systemic collapse helped to fuel the second quarter rise in stocks around the world. That leaves us to look for other rhymes.

The National Bureau of Economic Research (NBER) identifies thirty-two recessions, lasting seventeen months on average, since 1854. Excluding the current period, there have been ten recessions since 1945, lasting ten months on average. When viewed against an extended backdrop, the twenty month old Great Recession of 2007-2009 looks almost garden variety, which is not to say it is a garden where anyone would like to spend much time. From the 19th century through the Great Depression, sharp and prolonged downturns occurred regularly and shared a number of characteristics. They were often preceded by speculative bubbles (real estate in 1819, railroads in 1893) and combined with financial panics (the Panic of 1907 made famous by the J.P. Morgan led rescue and, of course, the Crash of 1929). Many early panics included political upheaval and significant government intervention. We cannot make predictions about how the current downturn will be viewed in the future or when it will end, only that history tells us that it will end.

The present risks to the economy are clear: increasing joblessness, a continuing deflation in house prices, ballooning deficits with an attendant risk of rising interest rates, and the ever present threat of geopolitical unrest. Counterforces that should support recovery include nearly unprecedented fiscal and monetary stimulus, inventory restocking, emerging market growth, continued innovation, and productivity growth. Ironically, government has been both a problem and solution in past crises. The National Recovery Administration of the 1930s and price controls of the 1970s, among other heavy handed involvements, are generally thought to have delayed recoveries. Coordinated action by the Federal Reserve and U.S. Treasury over the last year may have stabilized the markets in the short term, but we worry that regulatory overreach and increasing taxes could shrivel the "green shoots" present today, which brings to mind another cliché: "those who cannot learn from history are doomed to repeat it."

Deals... Deals... And More Deals

Deal activity remained slow in the second quarter with announced M&A volume down 28% and 57% worldwide and in the U.S., respectively. However, we continue to expect that increased economic visibility and a loosening of credit markets will fuel a rise in strategic combinations as the strong seek to get stronger. During the quarter, the Fund benefited from Pepsi's simultaneous offers for two of its bottlers, PepsiAmericas (0.3% of net assets as of June 30, 2009) and Pepsi Bottling Group. We also expect continued upside from the May 2009 announcement of a merger between Liberty Entertainment and DIRECTV Group (0.6%).

Investment Scorecard

The Fund's tenth largest holding, Cablevision Systems (0.9%), was up over 50%, contributing significantly to the Fund's gains. Cablevision addressed financing concerns with two successful bond offerings and announced that it was exploring a spin-off of its Madison Square Garden properties, including the NY Knicks, NY Rangers, and the associated sports networks and arena. Another example of a strong performer was Spartan Motors (0.1%), which manufactures custom chassis for the fire/rescue, recreational, and military

markets, increased an astounding 127% in the quarter. As fear gripped the market during the first quarter of 2009, there were many small capitalization companies that investors sold blindly with total disregard to fundamentals. Spartan Motors was one of them.

One of the most disappointing investments in the quarter was Matrixx Initiatives (0.1%), which declined 58% after, in late June 2009, the FDA issued an announcement ordering Matrixx to remove over 40% of its product line from market until the company could demonstrate that the Zicam products were safe for consumers to use. Another disappointment was Tredegar Corp. (0.3%), which is a manufacturer of plastic films, and aluminum extrusion to such end markets as: personal hygiene and packaging, medical and industrial. The stock declined 18% in the June quarter, after outperforming in prior quarters.

Let's Talk Stocks

The following are stock specifics on selected holdings of our Fund. Favorable earnings prospects do not necessarily translate into higher stock prices, but they do express a positive trend that we believe will develop over time. Individual securities mentioned are not necessarily representative of the entire portfolio. For the following holdings, the share prices are stated in U.S. dollar equivalents as of June 30, 2009.

AMETEK Inc. (0.8% of net assets as of June 30, 2009) (AME - \$34.58 - NYSE) is a leading global manufacturer of analytical instruments for the process, aerospace and industrial markets and a leading producer of electric motors and blowers for the floor care and outdoor power equipment markets. AMETEK has two operating groups. In Electronic Instruments Group, the company continues to make acquisitions to augment growth. AMETEK expects one-half to two-thirds of its revenue growth to come from acquisitions. The company is focused on acquiring differentiated businesses with revenues of \$30 to \$100 million. Differentiated businesses compete on the basis of product capability, have higher growth rates, and offer superior returns. They currently account for 75% of AMETEK's revenues and, over time, they should account for an even greater portion of sales. At the Electromechanical Group, AMETEK's key strategy is to reduce costs by increasing efficiency and moving non-core operations to low costs countries such as Mexico, the Czech Republic, and China. We believe the execution of these two strategies and the company's strong cash flow should enable AMETEK to show steady earnings growth.

Cablevision Systems Corp. (0.9%) (CVC - \$19.41 - NYSE) is one of the nation's leading telecommunication and entertainment companies. Headquartered in Bethpage, NY, Cablevision serves over 3 million cable customers in the attractive metropolitan New York market. Cablevision also owns sports related assets, including Madison Square Garden, the NY Knicks, the NY Rangers, and the MSG networks and high growth cable networks AMC, Women's Entertainment, IFC, and Sundance. The company pioneered the "triple play" bundle of video, voice, and data services and is now the majority phone provider in much of its footprint. Cablevision continues to innovate with a robust offering for small businesses and free Wi-Fi service utilizing its advanced infrastructure. Cablevision has begun to reap years of investment in the form of growing free cash flow which we expect to continue for some time. On July 30, 2009, CVC announced plans to spin off its Madison Square Garden assets that include the Madison Square Garden arena, the Knicks, the Rangers, two New York area sports networks, and Radio City Music Hall. We proposed a spinoff of these assets last year. The move could facilitate other transactions, such as the sale of its cable networks and strategic acquisitions, namely contiguous cable assets in the New York metropolitan area.

CIRCOR International (0.7%) (CIR - \$23.61 - NYSE) is the largest manufacturer of domestic regulators and marine products for the steam market, the second-largest provider of domestic ball valves, and the third-largest maker of industrial valves and fittings for the instrumentation market. Major competitors of CIRCOR's products

include Parker Hannifin, Eaton, Moog and Cooper Cameron. Since CIRCOR was spun-off from Watts Water Technologies in 1999, CIRCOR has continued to be an attractive company in a consolidating industry. We believe the rationale for the spin-off was for management to pursue its own strategy, which included acquisitions or a possible merger with another company.

Flowserve Corp. (1.3%) (FLS - \$69.81 - NYSE) is the largest pump company serving the petroleum, chemical, and power industries. The company's products include engineered pumps, automated and control valves, actuators, and seals. About 40% of FLS' revenues are derived from the oil and gas industry. We believe the company should benefit from the refurbishment of the aging infrastructure in the U.S., Middle East, and other parts of the world that were built years ago, to bring up oil. In addition, the oil companies now need to bring up the dirtier, heavier, and harder-to-get crude from thousands of feet below ground as the cleaner, lighter, and easier-to-obtain crude are depleted from 800 feet below ground. These requirements demand more highly engineered pumps, valves, and seals that can work under very high pressure, high temperature, or under water, boding well for FLS' products.

Graftech International (1.1%) (GTI - \$11.60 - NYSE), is a leading manufacturer of graphite electrodes, which are used as essential components in electric arc furnace steel production. The company also manufactures specialty graphite and carbon products for transportation, solar, and oil and gas exploration industries. Graftech is a typical cyclical company, currently facing reduced demand for its products, amidst the ongoing economic slump. Over time, steel production should rise, as the global economies recover, driven by sizeable infrastructure, and stimulus spending. Graftech should benefit as steel mills consume roughly one graphite electrode for each ton of steel produced.

Kikkoman Corp. (0.6%) (2801 JP - \$10.06 - Tokyo Stock Exchange), headquartered in Noda, Japan, is known worldwide for its brand of soy sauce. Kikkoman is the leading brand in Japan with over 25% market share and is dominant in the U.S. with over 60% market share. Kikkoman also manufactures and markets other food products, beverages, and pharmaceuticals. About 30% of sales come from outside Japan, representing 61% of operating income. In March 2009, Kikkoman announced it was selling a portion of its stake in Japanese Coca-Cola bottler, Tone Coca-Cola Bottling, bringing its ownership from 50% to 19.4%. We see this as a positive development as it will allow greater focus on the company's core businesses.

O'Reilly Automotive Inc. (2.1%) (ORLY - \$38.08 - Nasdaq) is a Springfield, MO based specialty retailer of automotive aftermarket parts, tools, supplies, equipment, and accessories in the United States. The company provides new and remanufactured parts for both the Do-It-Yourself (DIY) and Do-It-For-Me (DIFM) customer. O'Reilly is currently in the process of integrating 1,300 CSK Automotive stores to the O'Reilly brand, following the company's April 2008 acquisition of the specialty retailer. ORLY is focused on providing leading DIFM service to former CSK stores, enabling the company to gain share of the attractive commercial service market in the Midwest and West. In 2008, ORLY earned \$1.48 per share on \$3.6 billion in revenue.

Rollins, Inc. (0.7%) (ROL - \$17.31 - NYSE) provides pest control services under the Orkin and Western Pest brand names to over 1.7 million residential and commercial customers throughout North America. The company both owns and franchises local operations. Rollins' top-line has been relatively recession resistant; the company continues to grow earnings through increased efficiency. We see the commercial market (e.g. retailers, restaurants, and healthcare facilities) as a promising source of opportunities. The company is majority owned by members of the Rollins family.

The Baldor Electric Company (0.9%) (BEZ - \$23.79 - NYSE) manufactures precision motors, drives, portable generators, and for the commercial, industrial, and motion control industries. The company also makes power

system products including industrial and engineered motors, adjustable speed drives, mounted bearings, conveyor pulleys, couplings, bushings, and clutches for the power transmission market. About 65% of BEZ's revenues are derived from industrial motors. The company is a pioneer and leader in energy efficiency motors. BEZ was the first company to produce high efficiency motors, the first to put an efficiency rating on motors, and the first to receive the Department of Energy's Merit Award for leadership in designing efficiency motors. In December of 2007, Congress passed the Energy Independence and Security Act (EISA) that mandates higher efficiency standards for general purpose, AC industrial motors, from 1-500 horsepower that are manufactured for sale in the U.S. after December 19, 2010. EISA builds upon the efficiency levels that were established by the Energy Policy Act of 1992 (EPA). Given the company's leadership in this area, we believe BEZ will immensely benefit from this trend that should result in higher sales and earnings.

The Gorman-Rupp Co. (0.6%) (GRC - \$20.17 - NYSE) is a manufacturer of pumps for use in the construction, industrial, sewage and waste handling fields for boosting low residential water pressure, for pumping refined petroleum products, for heating and cooling applications, and various agricultural purposes. GRC pumps are also used for fire protection in sprinkler systems and fire hydrants and for dewatering and flood control purposes. The company operates in the water industry that has a history of consolidation. A few years ago, ITT purchased WEDECO, a manufacturer of ultraviolet and ozone oxidation water treatment systems, for about 236 million euros (\$270 million) or 11.2 times EBITDA. This deal was followed by Danaher's acquisition of Trojan Technologies, another manufacturer of ultraviolet water treatment systems for about 239 million Canadian dollars (\$185 million) or 13.3 times EBITDA. Then, General Electric completed the purchase of Ionics, a leader in water purification and desalination for about \$1.2 billion or 15.4 times EBITDA. As the multiples for water companies escalate, they are increasing GRC's private market value.

Conclusion

In our view, the market is rife with bargains. Historically, times of uncertainty have been profitable for those who practice our approach to Plain Old Stock Picking (POSP). We believe a diversified portfolio of stocks selling below their PMVs with catalysts for financial engineering and value enhancement will do well.

Sincerely,



Mario J. Gabelli, CFA
Portfolio Manager and
Chief Investment Officer – Value Portfolios

August 17, 2009

Note: The views expressed in this Shareholder Commentary reflect those of the Portfolio Manager only through the end of the period stated in this Shareholder Commentary. The Portfolio Manager's views are subject to change at any time based on market and other conditions. The information in this Portfolio Manager's Shareholder Commentary represents the opinions of the individual Portfolio Manager and is not intended to be a forecast of future events, a guarantee of future results, or investment advice. Views expressed are those of the Portfolio Manager and may differ from those of other portfolio managers or of the Firm as a whole. This Shareholder Commentary does not constitute an offer of any transaction in any securities. Any recommendation contained herein may not be suitable for all investors. Information contained in this Shareholder Commentary has been obtained from sources we believe to be reliable, but cannot be guaranteed.

Portfolio Manager Compensation

Mr. Gabelli's incentive-based, variable compensation structure and dollar amount have been fully disclosed each year since April of 2000 in GAMCO Investors, Inc.'s (NYSE: GBL) annual proxy statement. Mr. Gabelli receives no base salary, no annual bonus, and no options.

As founder and portfolio manager of The Gabelli Small Cap Growth Fund, Mr. Gabelli received \$3,034,974 in calendar year 2008. In the Fund's first twelve months of operation starting in October 1991, Mr. Gabelli received less than \$120,000. As beneficial owner, he had \$4,224,251 invested in the Gabelli Small Cap Growth Fund as of June 30, 2009, which includes the holdings of GBL and GGCP, Inc., GBL's parent holding company.

Minimum Initial Investment – \$1,000

The Fund's minimum initial investment for regular accounts is \$1,000. There are no subsequent investment minimums. No initial minimum is required for those establishing an Automatic Investment Plan. Additionally, the Fund and other Gabelli/GAMCO Funds are available through the no-transaction fee programs at many major brokerage firms. The Fund imposes a 2% redemption fee on shares sold in seven days or less of a purchase. See the prospectus for more details.

www.gabelli.com

Please visit us on the Internet. Our homepage at www.gabelli.com contains information about GAMCO Investors, Inc., the Gabelli/GAMCO Mutual Funds, IRAs, 401(k)s, current and historical quarterly reports, closing prices, and other current news.

We welcome your comments and questions via e-mail at info@gabelli.com. You may sign up for our e-mail alerts at www.gabelli.com and receive early notice of quarterly report availability, news events, media sightings, and mutual fund prices and performance.

The Fund's daily net asset value is available in the financial press and each evening after 6:00 PM (Eastern Time) by calling 800-GABELLI (800-422-3554). The Fund's Nasdaq symbol is GABSX for Class AAA Shares. Please call us during the business day for further information.

e-delivery

We are pleased to offer electronic delivery of Gabelli fund documents. Direct shareholders of our open end mutual funds can now elect to receive their Annual, Semiannual, and Quarterly Fund Reports, Manager Commentaries, and Prospectuses via e-delivery. For more information or to sign up for e-delivery, please visit our website at www.gabelli.com.

Top Ten Holdings (Percent of Net Assets)

June 30, 2009

O'Reilly Automotive Inc. 2.1%	Kaman Corp. 1.1%
Flowserve Corp. 1.3%	SSL International plc 1.0%
PNM Resources Inc. 1.2%	Clarcor Inc. 1.0%
Waddell & Reed Financial Inc., Cl. A 1.1%	Baldor Electric Co. 0.9%
Graftech International Ltd. 1.1%	Cablevision Systems Corp., Cl. A 0.9%

Multi-Class Shares

The Gabelli Small Cap Growth Fund began offering additional classes of Fund shares on December 31, 2003. Class AAA Shares are no-load shares offered directly by selected broker/dealers. Class A and Class C Shares are targeted to the needs of investors who seek advice through financial consultants. Class I Shares are available solely to certain institutions that invest directly with the Fund. The minimum initial investment amount for Class I Shares is \$500,000. The Board of Directors determined that expanding the types of Fund shares available through various distribution options will enhance the ability of the Fund to attract additional investors.

Gabelli Small Cap Growth Fund Average Annual Returns – June 30, 2009 (a)(b)

	Class AAA Shares	Class A Shares	Class B Shares	Class C Shares	Class I Shares
1 Year	(18.43)%	(18.43)% (23.12)(c)	(19.03)% (23.08)(d)	(19.03)% (19.84)(e)	(18.20)%
5 Year	2.45	2.44 1.24(c)	1.69 1.31(d)	1.70 1.70	2.53
10 Year	6.85	6.85 6.22(c)	6.42 6.42	6.42 6.42	6.89
Life of Fund (f)	11.75	11.75 11.37(c)	11.49 11.49	11.49 11.49	11.77
Current Expense Ratio ..	1.45	1.45	2.20	2.20	1.20
Maximum Sales Charge ..	None	5.75	5.00	1.00	None

(a) **Returns represent past performance and do not guarantee future results.** Total returns and average annual returns reflect changes in share price and reinvestment of distributions and are net of expenses. Investment returns and the principal value of an investment will fluctuate. When shares are redeemed, they may be worth more or less than their original cost. Current performance may be lower or higher than the performance data presented. Visit www.gabelli.com for performance information as of the most recent month end. **Investors should carefully consider the investment objectives, risks, charges, and expenses of the Fund before investing. The prospectus contains more information about this and other matters and should be read carefully before investing.**

The Class AAA Shares' net asset values ("NAV") per share are used to calculate performance for the periods prior to the issuance of Class A Shares, Class B Shares, and Class C Shares on December 31, 2003 and Class I Shares on January 11, 2008. The actual performance for the Class B Shares and Class C Shares would have been lower and Class I Shares would have been higher due to the differences in expenses associated with these classes of shares. Investing in small capitalization securities involves special risks because these securities may trade less frequently and experience more abrupt price movements than large capitalization securities.

(b) The Fund's fiscal year ends September 30.

(c) Includes the effect of the maximum 5.75% sales charge at the beginning of the period.

(d) Performance results include the deferred sales charges for the Class B Shares upon redemption at the end of the one year and five year periods of 5% and 2%, respectively, of the Fund's NAV per share at the time of purchase or sale, whichever is lower. Class B Shares are not available for new purchases.

(e) Performance results include the deferred sales charge for the Class C Shares upon redemption at the end of the one year period of 1% of the Fund's NAV per share at the time of purchase or sale, whichever is lower.

(f) Performance is calculated from inception of Class AAA Shares on October 22, 1991.

We have separated the portfolio manager's commentary from the financial statements and investment portfolio due to corporate governance regulations stipulated by the Sarbanes-Oxley Act of 2002. We have done this to ensure that the content of the portfolio manager's commentary is unrestricted. The financial statements and investment portfolio are mailed separately from the commentary. Both the commentary and the financial statements, including the portfolio of investments, will be available on our website at www.gabelli.com/funds.

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Gabelli/GAMCO Funds and Your Personal Privacy

Who are we?

The Gabelli/GAMCO Funds are investment companies registered with the Securities and Exchange Commission under the Investment Company Act of 1940. We are managed by Gabelli Funds, LLC or Teton Advisors, Inc., which are affiliated with GAMCO Investors, Inc. GAMCO Investors, Inc. is a publicly held company that has subsidiaries that provide investment advisory or brokerage services for a variety of clients. Teton Advisors, Inc. is a publicly held company that provides investment advisory services to the GAMCO Westwood Funds.

What kind of non-public information do we collect about you if you become a shareholder?

If you apply to open an account directly with us, you will be giving us some non-public information about yourself. The non-public information we collect about you is:

- *Information you give us on your application form.* This could include your name, address, telephone number, social security number, bank account number, and other information.
- *Information about your transactions with us, any transactions with our affiliates, and transactions with the entities we hire to provide services to you.* This would include information about the shares that you buy or redeem. If we hire someone else to provide services—like a transfer agent—we will also have information about the transactions that you conduct through them.

What information do we disclose and to whom do we disclose it?

We do not disclose any non-public personal information about our customers or former customers to anyone other than our affiliates, our service providers who need to know such information, and as otherwise permitted by law. If you want to find out what the law permits, you can read the privacy rules adopted by the Securities and Exchange Commission. They are in volume 17 of the Code of Federal Regulations, Part 248. The Commission often posts information about its regulations on its website, www.sec.gov.

What do we do to protect your personal information?

We restrict access to non-public personal information about you to the people who need to know that information in order to provide services to you or the Fund and to ensure that we are complying with the laws governing the securities business. We maintain physical, electronic, and procedural safeguards to keep your personal information confidential.

GABELLI FAMILY OF FUNDS

VALUE

Gabelli Asset Fund

Seeks to invest primarily in a diversified portfolio of common stocks selling at significant discounts to their private market value. The Fund's primary objective is growth of capital. (Multiclass)

Portfolio Manager: Mario J. Gabelli, CFA

Gabelli Blue Chip Value Fund

Seeks long term growth of capital through investment primarily in the common stocks of established companies which are temporarily out of favor. The fund's objective is to identify a catalyst or sequence of events that will return the company to a higher value. (Multiclass)

Portfolio Manager: Barbara Marcin, CFA

GAMCO Westwood Equity Fund

Seeks to invest primarily in the common stock of well seasoned companies that have recently reported positive earnings surprises and are trading below Westwood's proprietary growth rate estimates. The Fund's primary objective is capital appreciation. (Multiclass)

Portfolio Manager: Susan M. Byrne

FOCUSED VALUE

Gabelli Value Fund

Seeks to invest in securities of companies believed to be undervalued. The Fund's primary objective is long-term capital appreciation. (Multiclass)

Portfolio Manager: Mario J. Gabelli, CFA

SMALL CAP VALUE

Gabelli Small Cap Fund

Seeks to invest primarily in common stock of smaller companies (market capitalizations at the time of investment of \$2 billion or less) believed to have rapid revenue and earnings growth potential. The Fund's primary objective is capital appreciation. (Multiclass)

Portfolio Manager: Mario J. Gabelli, CFA

GAMCO Westwood SmallCap Equity Fund

Seeks to invest primarily in smaller capitalization equity securities – market caps of \$2.5 billion or less. The Fund's primary objective is long-term capital appreciation. (Multiclass)

Portfolio Manager: Nicholas F. Galluccio

Gabelli Woodland Small Cap Value Fund

Seeks to invest primarily in the common stocks of smaller companies (market capitalizations generally less than \$3.0 billion) believed to be undervalued with shareholder oriented management teams that are employing strategies to grow the company's value. The Fund's primary objective is capital appreciation. (Multiclass)

Portfolio Manager: Elizabeth M. Lilly, CFA

GROWTH

GAMCO Growth Fund

Seeks to invest primarily in large cap stocks believed to have favorable, yet undervalued, prospects for earnings growth. The Fund's primary objective is capital appreciation. (Multiclass)

Portfolio Manager: Howard F. Ward, CFA

GAMCO International Growth Fund

Seeks to invest in the equity securities of foreign issuers with long-term capital appreciation potential. The Fund offers investors global diversification. (Multiclass)

Portfolio Manager: Caesar Bryan

AGGRESSIVE GROWTH

GAMCO Global Growth Fund

Seeks capital appreciation through a disciplined investment program focusing on the globalization and interactivity of the world's marketplace. The Fund invests in companies at the forefront of accelerated growth. The Fund's primary objective is capital appreciation. (Multiclass)

Team Managed

MICRO-CAP

GAMCO Westwood Mighty MitesSM Fund

Seeks to invest in micro-cap companies that have market capitalizations of \$300 million or less. The Fund's primary objective is long-term capital appreciation. (Multiclass)

Team Managed

EQUITY INCOME

Gabelli Equity Income Fund

Seeks to invest primarily in equity securities with above average market yields. The Fund pays monthly dividends and seeks a high level of total return with an emphasis on income. (Multiclass)

Portfolio Manager: Mario J. Gabelli, CFA

GAMCO Westwood Balanced Fund

Seeks to invest in a balanced and diversified portfolio of stocks and bonds. The Fund's primary objective is both capital appreciation and current income. (Multiclass)

Co-Portfolio Managers: Susan M. Byrne
Mark Freeman, CFA

GAMCO Westwood Income Fund

Seeks to provide a high level of current income as well as long-term capital appreciation by investing in income producing equity and fixed income securities. (Multiclass)

Portfolio Manager: Barbara Marcin, CFA

SPECIALTY EQUITY

GAMCO Global Convertible Securities Fund

Seeks to invest principally in bonds and preferred stocks which are convertible into common stock of foreign and domestic companies. The Fund's primary objective is total return through a combination of current income and capital appreciation. (Multiclass)

Team Managed

GAMCO Global Opportunity Fund

Seeks to invest in common stock of companies which have rapid growth in revenues and earnings and potential for above average capital appreciation or are undervalued. The Fund's primary objective is capital appreciation. (Multiclass)

Team Managed

Gabelli SRI Green Fund

Seeks to invest in common and preferred stocks meeting guidelines for social responsibility (avoiding defense contractors and manufacturers of alcohol, abortifacients, gaming, and tobacco products) and sustainability (companies engaged in climate change, energy security and independence, natural resource shortages, organic living, and urbanization). The Fund's primary objective is capital appreciation. (Multiclass)

Co-Portfolio Managers: Christopher C. Desmarais
John M. Segrich, CFA

SECTOR

GAMCO Global Telecommunications Fund

Seeks to invest in telecommunications companies throughout the world – targeting undervalued companies with strong earnings and cash flow dynamics. The Fund's primary objective is capital appreciation. (Multiclass)

Team Managed

GAMCO Gold Fund

Seeks to invest in a global portfolio of equity securities of gold mining and related companies. The Fund's objective is long-term capital appreciation. Investment in gold stocks is considered speculative and is affected by a variety of worldwide economic, financial, and political factors. (Multiclass)

Portfolio Manager: Caesar Bryan

Gabelli Utilities Fund

Seeks to provide a high level of total return through a combination of capital appreciation and current income. (Multiclass)

Team Managed

MERGER AND ARBITRAGE

Gabelli ABC Fund

Seeks to invest in securities with attractive opportunities for appreciation or investment income. The Fund's primary objective is total return in various market conditions without excessive risk of capital loss. (No-load)

Portfolio Manager: Mario J. Gabelli, CFA

Gabelli Enterprise Mergers and Acquisitions Fund

Seeks to invest in securities believed to be likely acquisition targets within 12–18 months or in arbitrage transactions of publicly announced mergers or other corporate reorganizations. The Fund's primary objective is capital appreciation. (Multiclass)

Portfolio Manager: Mario J. Gabelli, CFA

CONTRARIAN

GAMCO Mathers Fund

Seeks long-term capital appreciation in various market conditions without excessive risk of capital loss. (No-load)

Portfolio Manager: Henry Van der Eb, CFA

Comstock Capital Value Fund

Seeks capital appreciation and current income. The Fund may use either long or short positions to achieve its objective. (Multiclass)

Portfolio Manager: Martin Weiner, CFA

FIXED INCOME

GAMCO Westwood Intermediate Bond Fund

Seeks to invest in a diversified portfolio of bonds with various maturities. The Fund's primary objective is total return. (Multiclass)

Portfolio Manager: Mark Freeman, CFA

CASH MANAGEMENT-MONEY MARKET

Gabelli U.S. Treasury Money Market Fund

Seeks to invest exclusively in short-term U.S. Treasury securities. The Fund's primary objective is to provide high current income consistent with the preservation of principal and liquidity. (No-load)

Co-Portfolio Managers: Judith A. Raneri
Ronald S. Eaker

An investment in the above Money Market Fund is neither insured nor guaranteed by the Federal Deposit Insurance Corporation or any government agency. Although the Fund seeks to preserve the value of your investment at \$1.00 per share, it is possible to lose money by investing in the Fund.

The Funds may invest in foreign securities which involve risks not ordinarily associated with investments in domestic issues, including currency fluctuation, economic, and political risks.

To receive a prospectus, call **800-GABELLI** (422-3554). Investors should carefully consider the investment objectives, risks, charges, and expenses of the Fund before investing. The prospectus contains more information about this and other matters and should be read carefully before investing.

Gabelli Equity Series Funds, Inc.
The Gabelli Small Cap Growth Fund

One Corporate Center
Rye, New York 10580-1422

800-GABELLI

800-422-3554

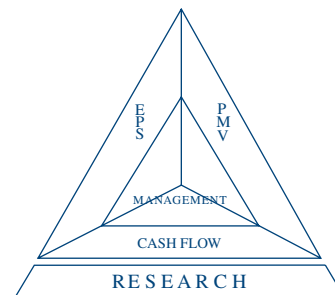
fax: 914-921-5118

website: www.gabelli.com

e-mail: info@gabelli.com

Net Asset Value per share available daily by calling

800-GABELLI after 7:00 P.M.



Board of Directors

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*Attorney-at-Law
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Chief Compliance Officer

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Gabelli & Company, Inc.

Custodian, Transfer Agent, and Dividend Agent

State Street Bank and Trust Company

Legal Counsel

Skadden, Arps, Slate, Meagher & Flom LLP

This report is submitted for the general information of the shareholders of The Gabelli Small Cap Growth Fund. It is not authorized for distribution to prospective investors unless preceded or accompanied by an effective prospectus.

GAB443Q209SC

The Gabelli Small Cap Growth Fund

SHAREHOLDER COMMENTARY
JUNE 30, 2009

The Gabelli Small Cap Growth Fund

Third Quarter Report (a) June 30, 2009

To Our Shareholders,

During the quarter ended June 30, 2009, the net asset value (“NAV”) per Class AAA Share of The Gabelli Small Cap Growth Fund (the “Fund”) rose 20.6%, while the Russell 2000 Index and the Value Line Composite Index increased 20.7% and 32.2%, respectively.

Enclosed is the investment portfolio as of June 30, 2009.

Comparative Results

Average Annual Returns through June 30, 2009 (a)(b)

	Quarter	Six Months	1 Year	3 Year	5 Year	10 Year	15 Year	Since Inception (10/22/91)
Gabelli Small Cap Growth Fund								
Class AAA	20.59%	7.55%	(18.43)%	(4.02)%	2.45%	6.85%	10.01%	11.75%
Russell 2000 Index	20.69	2.64	(25.01)	(9.89)	(1.71)	2.38	6.55	7.50
Value Line Composite Index	32.20	22.05	(14.04)	(5.07)	1.00	5.05	9.54	10.03
Class A	20.52	7.50	(18.43)	(4.01)	2.44	6.85	10.01	11.75
Class B	13.59(c)	1.32(c)	(23.12)(c)	(5.89)(c)	1.24(c)	6.22(c)	9.58(c)	11.37(c)
Class C	20.31	7.13	(19.03)	(4.74)	1.69	6.42	9.71	11.49
Class I	15.31(d)	2.13(d)	(23.08)(d)	(5.71)(d)	1.31(d)	6.42	9.71	11.49
Class A	20.31	7.13	(19.03)	(4.73)	1.70	6.42	9.71	11.49
Class B	19.31(e)	6.13(e)	(19.84)(e)	(4.73)	1.70	6.42	9.71	11.49
Class I	20.69	7.67	(18.20)	(3.90)	2.53	6.89	10.04	11.77

In the current prospectus, the expense ratios for Class AAA, A, B, C, and I Shares are 1.45%, 1.45%, 2.20%, 2.20%, and 1.20%, respectively. Class AAA and I Shares do not have a sales charge. The maximum sales charge for Class A, B, and C Shares is 5.75%, 5.00%, and 1.00%, respectively.

(a) The Fund's fiscal year ends September 30.

(b) **Returns represent past performance and do not guarantee future results.** Total returns and average annual returns reflect changes in share price and reinvestment of distributions and are net of expenses. Investment returns and the principal value of an investment will fluctuate. When shares are redeemed, they may be worth more or less than their original cost. Performance returns for periods of less than one year are not annualized. Current performance may be lower or higher than the performance data presented. Visit www.gabelli.com for performance information as of the most recent month end. **Investors should carefully consider the investment objectives, risks, charges, and expenses of the Fund before investing. The prospectus contains more information about this and other matters and should be read carefully before investing.**

The Class AAA Shares NAVs per share are used to calculate performance for the periods prior to the issuance of Class A Shares, Class B Shares, and Class C Shares on December 31, 2003 and Class I Shares on January 11, 2008. The actual performance for the Class B Shares and Class C Shares would have been lower and Class I Shares would have been higher due to the differences in expenses associated with these classes of shares. Investing in small capitalization securities involves special risks because these securities may trade less frequently and experience more abrupt price movements than large capitalization securities. The Russell 2000 Index of small U.S. companies and the Value Line Composite Index (composed of equally weighted positions in every stock covered in the Value Line Investment Survey) are unmanaged indicators of stock market performance. Dividends are considered reinvested. You cannot invest directly in an index.

(c) Includes the effect of the maximum 5.75% sales charge at the beginning of the period.

(d) Performance results include the deferred sales charges for the Class B Shares upon redemption at the end of the quarter, six months, one year, three year, and five year periods of 5%, 5%, 5%, 3%, and 2%, respectively, of the Fund's NAV per share at the time of purchase or sale, whichever is lower. Class B Shares are not available for new purchases.

(e) Performance results include the deferred sales charges for the Class C Shares upon redemption at the end of the quarter, six months, and one year periods of 1% of the Fund's NAV per share at the time of purchase or sale, whichever is lower.

We have separated the portfolio manager's commentary from the financial statements and investment portfolio due to corporate governance regulations stipulated by the Sarbanes-Oxley Act of 2002. We have done this to ensure that the content of the portfolio manager's commentary is unrestricted. The financial statements and investment portfolio are mailed separately from the commentary. Both the commentary and the financial statements, including the portfolio of investments, will be available on our website at www.gabelli.com/funds.

The Gabelli Small Cap Growth Fund

Schedule of Investments — June 30, 2009 (Unaudited)

Shares	Market Value	Shares/Units	Market Value
COMMON STOCKS — 83.3%		665,800	Kaman Corp. \$ 11,118,860
Aerospace — 0.5%		90,000	Moog Inc., Cl. A† 2,322,900
228,000	Herley Industries Inc.† \$ 2,501,160	14,300	Moog Inc., Cl. B† 369,655
4,000	Innovative Solutions & Support Inc. 17,880	340,000	The Fairchild Corp., Cl. A† 6,120
90,000	Rockwell Automation Inc. 2,890,800	90,200	Woodward Governor Co. 1,785,960
	<u>5,409,840</u>		<u>24,518,877</u>
Agriculture — 0.0%		Broadcasting — 0.3%	
11,000	Cadiz Inc.† 105,930	220,800	Acme Communications Inc.† 65,136
3,500	The Mosaic Co. 155,050	109,000	Beasley Broadcast Group Inc., Cl. A 238,710
	<u>260,980</u>	2,000	Cogeco Inc. 36,642
Automotive — 0.3%		295,000	Crown Media Holdings Inc., Cl. A† 492,650
50,000	Navistar International Corp.† 2,180,000	3,333	CTN Media Group Inc.† (a) 3
35,000	Oshkosh Corp. 508,900	2,000	Global Traffic Network Inc.† 7,580
	<u>2,688,900</u>	2,433	Granite Broadcasting Corp.† (a) 0
Automotive: Parts and Accessories — 4.7%		460,000	Gray Television Inc. 225,400
3,816	ATC Technology Corp.† 55,332	20,000	Gray Television Inc., Cl. A 12,000
1,000	BERU AG 106,196	120,000	Ideation Acquisition Corp.† 978,000
150,000	BorgWarner Inc. 5,122,500	250	Liberty Media Corp. - Capital, Cl. A† 3,390
72,022	China Automotive Systems Inc.† 396,121	10,000	Nexstar Broadcasting Group Inc., Cl. A† 7,700
270,000	Dana Holding Corp.† 345,600	520,000	Salem Communications Corp., Cl. A† 499,200
160,000	Lear Corp.† 80,000	230,000	Sinclair Broadcast Group Inc., Cl. A 446,200
310,000	Midas Inc.† 3,248,800	200,000	Sirius XM Radio Inc.† 86,000
365,000	Modine Manufacturing Co. 1,752,000	230,000	Young Broadcasting Inc., Cl. A† 6,785
11,000	Monro Muffler Brake Inc. 282,810		<u>3,105,396</u>
568,000	O'Reilly Automotive Inc.† 21,629,440	Building and Construction — 0.0%	
230,000	Proliance International Inc.† (a) 32,384	23,000	Huttig Building Products Inc.† 21,620
10,000	Puradyn Filter Technologies Inc.† 3,000	25,000	Insituform Technologies Inc., Cl. A† 424,250
138,000	SORL Auto Parts Inc.† 527,160	1,000	Universal Forest Products Inc. 33,090
80,375	Spartan Motors Inc. 910,649		<u>478,960</u>
330,000	Standard Motor Products Inc. 2,729,100	Business Services — 4.2%	
80,000	Strattec Security Corp. 1,104,000	13,200	AboveNet Inc.† 1,068,936
105,000	Superior Industries International Inc. 1,480,500	33,000	ACCO Brands Corp.† 93,060
440,000	Tenneco Inc.† 4,664,000	420,000	AMICAS Inc.† 1,167,600
310,000	The Pep Boys - Manny, Moe & Jack 3,143,400	92,900	Ascent Media Corp., Cl. A† 2,469,282
27,000	Thor Industries Inc. 495,990	445,000	BPW Acquisition Corp.† 4,260,875
46,000	Wonder Auto Technology Inc.† 465,980	5,000	BrandPartners Group Inc.† 350
	<u>48,574,962</u>	170,000	Clear Channel Outdoor Holdings Inc., Cl. A† 901,000
Aviation: Parts and Services — 2.3%		2,200	comScore Inc.† 29,304
25,000	AAR Corp.† 401,250	326,000	Diebold Inc. 8,593,360
10,000	Astronics Corp.† 103,900	440,000	Edgewater Technology Inc.† 1,135,200
2,500	Astronics Corp., Cl. B† 26,563	340,000	Furmanite Corp.† 1,516,400
14,000	Barnes Group Inc. 166,460	119,931	GP Strategies Corp.† 706,393
50,000	BBA Aviation plc 93,776	35,589	GSE Systems Inc.† 240,226
205,000	Curtiss-Wright Corp. 6,094,650	500	GSI Commerce Inc.† 7,125
7,500	Ducommun Inc. 140,925	2,400	Impellam Group plc† 1,086
30,000	Embraer-Empresa Brasileira de Aeronautica SA, ADR 496,800	60,000	Interactive Data Corp. 1,388,400
22,000	Gamesa Corp. Tecnologica SA 416,958	425,000	Intermec Inc.† 5,482,500
510,000	GenCorp Inc.† 974,100	25,000	Lamar Advertising Co., Cl. A† 381,750
		13,000	Landauer Inc. 797,420

See accompanying notes to schedule of investments.

The Gabelli Small Cap Growth Fund

Schedule of Investments (Continued) — June 30, 2009 (Unaudited)

<u>Shares</u>	<u>Market Value</u>	<u>Shares</u>	<u>Market Value</u>
COMMON STOCKS (Continued)			
Business Services (Continued)			
4,000	MDC Partners Inc., Cl. A†	\$	22,080
195,000	Nashua Corp.†		1,306,500
100,000	R. H. Donnelley Corp.†		5,500
816	Shellproof Ltd.†		403
600	Shellshock Ltd.†		345
65,000	Sohgo Security Services Co. Ltd.		685,524
12,500	SP Acquisition Holdings Inc.†		121,750
40,000	Stamps.com Inc.†		339,200
6,000	StarTek Inc.†		48,120
22,000	The Brink's Co.		638,660
1,650,000	The Interpublic Group of Companies Inc.†		8,332,500
160,000	Trans-Lux Corp.† (b)		136,000
36,050	TransAct Technologies Inc.†		179,529
60,000	United Rentals Inc.†		389,400
145,000	ValueClick Inc.†		1,525,400
			<u>43,971,178</u>
Cable — 1.6%			
230,000	Adelphia Communications Corp., Cl. A† (a)		0
230,000	Adelphia Communications Corp., Cl. A, Escrow† (a)		0
230,000	Adelphia Recovery Trust†		230
500,000	Cablevision Systems Corp., Cl. A		9,705,000
9,329	Liberty Global Inc., Cl. A†		148,238
9,329	Liberty Global Inc., Cl. C†		147,491
492,000	LIN TV Corp., Cl. A†		826,560
33,000	Outdoor Channel Holdings Inc.†		194,700
240,000	The DIRECTV Group Inc.†		5,930,400
			<u>16,952,619</u>
Closed-End Business Development Company — 0.1%			
75,000	MVC Capital Inc.		634,500
Closed-End Funds — 0.3%			
98,000	The Central Europe and Russia Fund Inc.		2,188,340
38,225	The European Equity Fund Inc.†		206,033
54,000	The New Germany Fund Inc.		463,320
11,000	The Spain Fund Inc.		62,040
			<u>2,919,733</u>
Communications Equipment — 1.1%			
160,000	Communications Systems Inc.		1,568,000
510,000	Sycamore Networks Inc.†		1,596,300
275,000	Thomas & Betts Corp.†		7,936,500
			<u>11,100,800</u>
Computer Software and Services — 1.6%			
400,000	Borland Software Corp.†		516,000
97,500	FalconStor Software Inc.†		463,125
100,058	Global Sources Ltd.†		721,418
60,000	Mentor Graphics Corp.†		328,200
20,187	MKS Instruments Inc.†		266,266
325,000	NCR Corp.†		3,844,750
45,000	OpenTV Corp., Cl. A†		59,400
4,000	Phoenix Technologies Ltd.†	\$	10,840
800,000	StorageNetworks Inc., Escrow† (a)		24,000
295,000	Tyler Technologies Inc.†		4,607,900
10,000	WebMediaBrands Inc.†		5,489
500,000	Wind River Systems Inc.†		5,730,000
			<u>16,577,388</u>
Consumer Products — 2.0%			
85,000	1-800-FLOWERS.COM Inc., Cl. A†		163,200
12,750	Adams Golf Inc.†		28,943
48,150	Alberto-Culver Co.		1,224,455
33,500	Chofu Seisakusho Co. Ltd.		684,710
30,000	Church & Dwight Co. Inc.		1,629,300
575,000	Coachmen Industries Inc.†		753,250
540,000	Eastman Kodak Co.		1,598,400
6,000	Elizabeth Arden Inc.†		52,380
170,000	Escada AG†		596,215
2,000	Harley-Davidson Inc.		32,420
100,000	Hartmarx Corp.†		1,000
335,000	Marine Products Corp.		1,256,250
27,500	National Presto Industries Inc.		2,092,750
4,000	Revlon Inc., Cl. A†		21,760
300,000	Sally Beauty Holdings Inc.†		1,908,000
750,000	Schiff Nutrition International Inc.†		3,817,500
3,070	Steven Madden Ltd.†		78,132
30,000	Stewart Enterprises Inc., Cl. A		144,600
150,000	Swedish Match AB		2,435,302
87,425	Syratch Corp.†		2,229
16,000	The Scotts Miracle-Gro Co., Cl. A		560,800
20,000	WD-40 Co.		580,000
68,000	Wolverine World Wide Inc.		1,500,080
			<u>21,161,676</u>
Consumer Services — 0.9%			
43,500	Bowlin Travel Centers Inc.†		43,500
30,000	Brink's Home Security Holdings Inc.†		849,300
2,750	Collectors Universe Inc.		13,420
5,000	eLong Inc., ADR†		31,750
2,000	Expedia Inc.†		30,220
20,000	IAC/InterActiveCorp.†		321,000
180,000	Martha Stewart Living Omnimedia Inc., Cl. A†		550,800
20,000	Response USA Inc.† (a)		20
400,500	Rollins Inc.		6,932,655
10,000	TiVo Inc.†		104,800
			<u>8,877,465</u>
Diversified Industrial — 6.5%			
15,000	A.O. Smith Corp., Cl. A†		488,550
29,000	Acuity Brands Inc.		813,450
16,000	Albany International Corp., Cl. A		182,080
140,000	Ampco-Pittsburgh Corp.		3,283,000
6,000	Anixter International Inc.†		225,540
35,000	AptraGroup Inc.		1,181,950

See accompanying notes to schedule of investments.

The Gabelli Small Cap Growth Fund

Schedule of Investments (Continued) — June 30, 2009 (Unaudited)

Shares	Market Value	Shares	Market Value
COMMON STOCKS (Continued)		280,000	Park Electrochemical Corp. \$ 6,028,400
Diversified Industrial (Continued)		175,000	Stoneridge Inc.† 840,000
408,000	Baldor Electric Co. \$ 9,706,320	350,000	Trident Microsystems Inc.† 609,000
27,000	Brush Engineered Materials Inc.† 452,250	260,000	Zoran Corp.† 2,834,000
288,000	Crane Co. 6,425,280	20,000	Zygo Corp.† 93,200
100,000	Delta plc 190,843		21,847,200
3,000	ESCO Technologies Inc.† 134,400		
18,640	Foster Wheeler AG† 442,700		Energy and Utilities — 6.1%
14,000	Gardner Denver Inc.† 352,380	3,000	AGL Resources Inc. 95,400
160,000	Greif Inc., Cl. A 7,075,200	112,000	Callon Petroleum Co.† 221,760
41,500	Greif Inc., Cl. B 1,670,375	15,000	Central Vermont Public Service Corp. 271,500
740,000	Griffon Corp.† 6,156,800	50,000	CH Energy Group Inc. 2,335,000
143,200	Hawk Corp., Cl. A† 1,983,320	50,000	CMS Energy Corp. 604,000
10,000	Insteel Industries Inc. 82,400	23,000	Connecticut Water Service Inc. 498,870
6,000	Jardine Strategic Holdings Ltd. 88,440	7,000	Consolidated Water Co. Ltd. 110,950
406,600	Katy Industries Inc.† 561,108	150,000	Covanta Holding Corp.† 2,544,000
70,500	Lindsay Corp. 2,333,550	317,500	El Paso Electric Co.† 4,432,300
450,000	Magnetek Inc.† 625,500	8,000	Ener1 Inc.† 43,680
32,000	Matthews International Corp., Cl. A 995,840	600	Energy Recovery Inc.† 4,248
275,000	Myers Industries Inc. 2,288,000	30,000	Environmental Power Corp.† 15,600
572,000	National Patent Development Corp.† 743,600	150,000	Florida Public Utilities Co. 2,104,500
119,200	Oil-Dri Corp. of America 1,770,120	220,000	Great Plains Energy Inc. 3,421,000
15,000	Olin Corp. 178,350	18,200	Maine & Maritimes Corp. 632,450
245,000	Park-Ohio Holdings Corp.† 837,900	45,000	Middlesex Water Co. 650,250
88,000	Precision Castparts Corp. 6,426,640	20,000	NATCO Group Inc., Cl. A† 658,400
32,000	Roper Industries Inc. 1,449,920	10,000	Nicor Inc. 346,200
33,000	Sonoco Products Co. 790,350	33,000	Oceaneering International Inc.† 1,491,600
43,000	Stamford Industrial Group Inc.† 70,950	152,000	Pennichuck Corp. 3,465,600
70,000	Standex International Corp. 812,000	2,000	PetroQuest Energy Inc.† 7,380
195,906	Tech/Ops Sevcon Inc. 546,578	1,170,000	PNM Resources Inc. 12,530,700
387,000	Textron Inc. 3,738,420	100,000	Rowan Companies Inc. 1,932,000
195,000	Tredegar Corp. 2,597,400	1,065,000	RPC Inc. 8,892,750
131,000	WHX Corp.† 340,600	90,000	SJW Corp. 2,043,000
	68,042,104	300,000	Southern Union Co. 5,517,000
		150,000	Southwest Gas Corp. 3,331,500
		45,000	Tesoro Corp. 572,850
		2,000	The AES Corp.† 23,220
		4,000	Toreador Resources Corp.† 26,800
		25,000	Union Drilling Inc.† 165,500
		10,000	Vestas Wind Systems A/S† 716,782
		200,000	Westar Energy Inc. 3,754,000
			63,460,790
			Entertainment — 1.4%
		220,000	Aruze Corp.† 1,685,369
		82,000	Carmike Cinemas Inc. 687,160
		6,048	Chestnut Hill Ventures† (a) 203,681
		52,000	Discovery Communications Inc., Cl. A† 1,172,600
		35,000	Discovery Communications Inc., Cl. C† 718,550
		270,000	Dover Motorsports Inc. 383,400
		153,000	Fisher Communications Inc. 1,956,870
		16,000	International Speedway Corp., Cl. A 409,760

See accompanying notes to schedule of investments.

The Gabelli Small Cap Growth Fund

Schedule of Investments (Continued) — June 30, 2009 (Unaudited)

Shares	Market Value	Shares	Market Value
COMMON STOCKS (Continued)			
Entertainment (Continued)			
2,500	International Speedway Corp., Cl. B \$ 65,000	300,000	Tennant Co. \$ 5,517,000
1,000	Liberty Media Corp. - Entertainment, Cl. A† 26,750	320,500	The Gorman-Rupp Co. 6,464,485
162,000	Macrovision Solutions Corp.† 3,533,220	100,000	The Greenbrier Cos. Inc. 719,000
320,000	Take-Two Interactive Software Inc. 3,030,400	90,000	The Manitowoc Co. Inc. 473,400
90,000	Triple Crown Media Inc.† 990	20,000	The Middleby Corp.† 878,400
60,000	World Wrestling Entertainment Inc., Cl. A 753,600	8,000	Valmont Industries Inc. 576,640
90,057	WPT Enterprises Inc.† 108,068	70,000	Vicor Corp. 505,400
	14,735,418	7,875	Watsco Inc., Cl. B 390,364
		153,000	Watts Water Technologies Inc., Cl. A 3,295,620
		35,000	Wolverine Tube Inc.† 3,150
			102,671,450
Environmental Services — 0.8%			
5,000	Renegy Holdings Inc.† 10,625		
360,000	Republic Services Inc. 8,787,600		
	8,798,225		
Equipment and Supplies — 9.8%			
247,000	AMETEK Inc. 8,541,260		
800	AZZ Inc.† 27,528		
485,000	Baldwin Technology Co. Inc., Cl. A† 485,000		
26,000	Belden Inc. 434,200		
8,000	C&D Technologies Inc.† 16,000		
50,000	Capstone Turbine Corp.† 41,500		
300,000	CIRCOR International Inc. 7,083,000		
360,000	CLARCOR Inc. 10,508,400		
276,000	Core Molding Technologies Inc.† 618,240		
170,000	Crown Holdings Inc.† 4,103,800		
2,000	Danaher Corp. 123,480		
90,000	Donaldson Co. Inc. 3,117,600		
90,000	Entegris Inc.† 244,800		
40,000	Feddex Corp.† (a) 0		
191,000	Flowserve Corp. 13,333,710		
160,000	Franklin Electric Co. Inc. 4,147,200		
190,000	Gerber Scientific Inc.† 475,000		
112,000	Graco Inc. 2,466,240		
1,030,000	GrafTech International Ltd.† 11,649,300		
100,000	IDEX Corp. 2,457,000		
105,000	Interpump Group SpA† 508,186		
2,200	Itron Inc.† 121,154		
4,000	Jarden Corp.† 75,000		
9,500	K-Tron International Inc.† 756,960		
88,000	L.S. Starrett Co., Cl. A 598,400		
40,000	Littelfuse Inc.† 798,400		
120,000	Lufkin Industries Inc. 5,046,000		
55,000	Maezawa Kyuso Industries Co. Ltd. 843,255		
77,400	Met-Pro Corp. 837,468		
23,000	Mueller Industries Inc. 478,400		
12,000	Plantronics Inc. 226,920		
2,000	Regal-Beloit Corp. 79,440		
130,000	Robbins & Myers Inc. 2,502,500		
125,500	SL Industries Inc.† 878,500		
5,000	Teleflex Inc. 224,150		
		Financial Services — 4.5%	
		10,404	Alleghany Corp.† 2,819,484
		25,287	Argo Group International Holdings Ltd.† 713,599
		100,000	Bank of Florida Corp.† 315,000
		6,000	BCB Holdings Ltd.† 12,450
		4,122	BCB Holdings Ltd., London† 8,477
		133,000	BKF Capital Group Inc. 126,350
		450,000	CNA Surety Corp.† 6,070,500
		22,000	Crazy Woman Creek Bancorp Inc. 354,750
		1,781	Deerfield Capital Corp. 7,997
		150,000	Discover Financial Services 1,540,500
		20,000	Duff & Phelps Corp., Cl. A† 355,600
		37,000	Epoch Holding Corp. 319,680
		3,000	Federal Agricultural Mortgage Corp., Cl. C 14,490
		8,105	Fidelity Southern Corp. 23,504
		200,100	Flushing Financial Corp. 1,870,935
		300,000	Janus Capital Group Inc. 3,420,000
		40,000	JPMorgan Chase & Co. 1,364,400
		2,000	KBW Inc.† 57,520
		60,000	LaBranche & Co. Inc.† 258,000
		1,000	LandAmerica Financial Group Inc. 35
		130,000	Legg Mason Inc. 3,169,400
		3,000	Leucadia National Corp.† 63,270
		260,000	Nara Bancorp Inc. 1,346,800
		3,000	NetBank Inc.† (a) 15
		150,000	NewAlliance Bancshares Inc. 1,725,000
		175,000	Och-Ziff Capital Management Group LLC, Cl. A 1,559,250
		11,000	PrivateBancorp Inc. 244,640
		24,000	Seacoast Banking Corp. of Florida 58,320
		200,000	Sterling Bancorp 1,670,000
		175,000	SWS Group Inc. 2,444,750
		10,000	T. Rowe Price Group Inc. 416,700
		11,333	Tree.com Inc.† 108,797
		4,800	Value Line Inc. 157,776
		450,000	Waddell & Reed Financial Inc., Cl. A 11,866,500
		30,000	Wells Fargo & Co. 727,800
		137,000	Wilmington Trust Corp. 1,871,420
			47,083,709

See accompanying notes to schedule of investments.

The Gabelli Small Cap Growth Fund

Schedule of Investments (Continued) — June 30, 2009 (Unaudited)

<u>Shares</u>	<u>Market Value</u>	<u>Shares</u>	<u>Market Value</u>
COMMON STOCKS (Continued)			
Food and Beverage — 7.0%			
51,000	Boston Beer Co. Inc., Cl. A† \$ 1,509,090	20,000	Bruker Corp.† \$ 185,200
36,000	Brown-Forman Corp., Cl. A 1,659,960	170,000	Cepheid Inc.† 1,601,400
6,250	Brown-Forman Corp., Cl. B 268,625	155,000	Chemed Corp. 6,119,400
210,000	Bull-Dog Sauce Co. Ltd. 446,878	70,000	CONMED Corp.† 1,086,400
100	Compania Cervecerias Unidas SA, ADR 3,500	35,000	Continuicare Corp.† 81,550
600,000	CoolBrands International Inc.† 350,772	238,500	Crucell NV, ADR† 5,738,310
355,000	Corn Products International Inc. 9,510,450	330,000	Cutera Inc.† 2,844,600
315,000	Davide Campari - Milano SpA 2,521,043	8,000	Cynosure Inc., Cl. A† 61,200
220,000	Dean Foods Co.† 4,221,800	120,000	Del Global Technologies Corp.† 60,600
155,000	Del Monte Foods Co. 1,453,900	108,000	DexCom Inc.† 668,520
85,000	Denny's Corp.† 182,750	1,000	Edwards Lifesciences Corp.† 68,030
1,000	Diamond Foods Inc. 27,900	100,000	Exactech Inc.† 1,450,000
325,000	Dr. Pepper Snapple Group Inc.† 6,886,750	42,000	Henry Schein Inc.† 2,013,900
1,600,000	Dynasty Fine Wines Group Ltd. 367,482	50,000	Heska Corp.† 18,500
100	Embotelladora Andina SA, Cl. A, ADR 1,475	73,000	ICU Medical Inc.† 3,003,950
25,000	Farmer Brothers Co. 572,000	33,000	IMS Health Inc. 419,100
300,000	Flowers Foods Inc. 6,552,000	2,000	Integra LifeSciences Holdings Corp.† 53,020
500	Genesee Corp., Cl. A† (a) 0	4,000	Invacare Corp. 70,600
21,500	Genesee Corp., Cl. B† (a) 0	30,000	Inverness Medical Innovations Inc.† 1,067,400
660,000	Grupo Continental SAB de CV 1,150,267	45,000	Kinetic Concepts Inc.† 1,226,250
160,000	ITO EN Ltd. 2,277,054	42,000	Life Technologies Corp.† 1,752,240
25,000	ITO EN Ltd., Preference 216,432	100,000	Matrixx Initiatives Inc.† 559,000
25,000	J & J Snack Foods Corp. 897,500	90,000	Micrus Endovascular Corp.† 813,600
625,000	Kikkoman Corp. 6,286,656	40,000	MWI Veterinary Supply Inc.† 1,394,400
180,000	Lifeway Foods Inc.† 2,322,000	18,000	Nabi Biopharmaceuticals† 43,560
3,000	MEIJI Holdings Co. Ltd.† 120,828	10,000	NeuroMetrix Inc.† 21,600
70,000	MGP Ingredients Inc.† 200,200	4,000	Nobel Biocare Holding AG 87,322
200,000	Morinaga Milk Industry Co. Ltd. 768,153	260,000	Odyssey HealthCare Inc.† 2,672,800
85,000	NISSIN FOODS HOLDINGS CO. LTD. 2,576,426	82,000	Opko Health Inc.† 145,140
4,000	Omni Nutraceuticals Inc.† (a) 0	130,000	Orthofix International NV† 3,251,300
135,000	PepsiAmericas Inc. 3,619,350	2,000	OrthoLogic Corp.† 1,420
50,000	Ralcorp Holdings Inc.† 3,046,000	140,000	OTIX Global Inc.† 112,000
145,000	Rock Field Co. Ltd. 1,798,671	30,000	Owens & Minor Inc. 1,314,600
70,200	Smart Balance Inc.† 478,062	265,000	Pain Therapeutics Inc.† 1,423,050
10,000	The Hain Celestial Group Inc.† 156,100	300,000	Palomar Medical Technologies Inc.† 4,398,000
66,000	The J.M. Smucker Co. 3,211,560	155,000	Penwest Pharmaceuticals Co.† 441,750
222,000	Tootsie Roll Industries Inc. 5,037,180	30,000	PSS World Medical Inc.† 555,300
4,000	Vina Concha Y Toro SA, ADR 144,180	1,779	QIAGEN NV† 33,072
350,000	Vitasoy International Holdings Ltd. 184,257	272,500	Quidel Corp.† 3,967,600
1,000	Willamette Valley Vineyards Inc.† 3,305	120,000	RTI Biologics Inc.† 514,800
120,000	YAKULT HONSHA Co. Ltd. 2,294,493	1,000	Sirona Dental Systems Inc.† 19,990
	<hr/> 73,325,049	1,550,000	Sorin SpA† 1,925,459
		1,250,000	SSL International plc 10,652,651
		2,300	Straumann Holding AG 418,913
		4,000	Stryker Corp. 158,960
		14,000	Syneron Medical Ltd.† 101,080
		40,600	United-Guardian Inc. 377,986
		80,000	Vascular Solutions Inc.† 625,600
		5,000	Wright Medical Group Inc.† 81,300
		10,000	Young Innovations Inc. 217,900
		20,000	Zymogenetics Inc.† 92,000
			<hr/> 76,241,073
Health Care — 7.3%			
78,000	Align Technology Inc.† 826,800		
100,000	Allergan Inc. 4,758,000		
160,000	AngioDynamics Inc.† 2,123,200		
8,000	Anika Therapeutics Inc.† 38,000		
335,000	Animal Health International Inc.† 519,250		
120,000	ArthroCare Corp.† 1,296,000		
7,500	Bio-Rad Laboratories Inc., Cl. A† 566,100		
60,000	BioLase Technology Inc.† 101,400		

See accompanying notes to schedule of investments.

The Gabelli Small Cap Growth Fund

Schedule of Investments (Continued) — June 30, 2009 (Unaudited)

Shares	Market Value	Shares/Units	Market Value
COMMON STOCKS (Continued)			
Home Furnishings — 0.2%			
12,000	Bassett Furniture Industries Inc. \$ 33,000	165,300	KKR Private Equity Investors LP† \$ 991,800
50,000	Bed Bath & Beyond Inc.† 1,537,500	20,000	Paper and Forest Products — 0.1%
8,000	La-Z-Boy Inc. 37,760	40,000	Schweitzer-Mauduit International Inc. 544,200
	<u>1,608,260</u>		Wausau Paper Corp. 268,800
			<u>813,000</u>
Hotels and Gaming — 2.3%			
150,000	Boyd Gaming Corp.† 1,275,000		Publishing — 0.8%
85,300	Canterbury Park Holding Corp.† 580,040	16,000	AH Belo Corp., Cl. A 15,680
90,000	Churchill Downs Inc. 3,029,400	63,000	Belo Corp., Cl. A 112,770
122,900	Dover Downs Gaming & Entertainment Inc. . 571,485	280,000	Il Sole 24 Ore 852,377
235,000	Gaylord Entertainment Co.† 2,986,850	307,237	Independent News & Media plc 106,891
36,000	Home Inns & Hotels Management Inc., ADR† 572,040	12,000	John Wiley & Sons Inc., Cl. B 402,000
8,000	Interval Leisure Group Inc.† 74,560	730,000	Journal Communications Inc., Cl. A 766,500
140,000	Lakes Entertainment Inc.† 407,400	70,000	Journal Register Co.† 420
215,000	Las Vegas Sands Corp.† 1,689,900	40,000	Lee Enterprises Inc. 21,200
650,000	Mandarin Oriental International Ltd. 864,500	600,000	Media General Inc., Cl. A 1,266,000
160,000	Orient-Express Hotels Ltd., Cl. A 1,358,400	30,000	Meredith Corp. 766,500
120,000	Penn National Gaming Inc.† 3,493,200	260,000	News Corp., Cl. A 2,368,600
295,000	Pinnacle Entertainment Inc.† 2,740,550	180,000	PRIMEDIA Inc. 361,800
160,000	Sonesta International Hotels Corp., Cl. A 1,416,000	360,000	The E.W. Scripps Co., Cl. A 752,400
1,300,000	The Hongkong & Shanghai Hotels Ltd. 1,305,024		<u>7,793,138</u>
50,000	The Marcus Corp. 526,000		Real Estate — 1.2%
25,000	Wynn Resorts Ltd.† 882,500	15,150	Capital Properties Inc., Cl. A 126,881
29,000	Yobet.com Inc.† 95,700	15,000	Capital Properties Inc., Cl. B† (a) 125,625
	<u>23,868,549</u>	180,000	Griffin Land & Nurseries Inc. 5,630,400
		10,000	Gyrodyne Co. of America Inc.† 420,100
Machinery — 0.9%			
450,000	CNH Global NV† 6,318,000	107,000	Morguard Corp. 2,138,804
3,000	Nordson Corp. 115,980	155,000	The St. Joe Co.† 4,105,950
140,000	Zebra Technologies Corp., Cl. A† 3,312,400		<u>12,547,760</u>
	<u>9,746,380</u>		
Manufactured Housing and Recreational Vehicles — 0.6%			
145,000	Cavalier Homes Inc.† 395,850	144,000	Aaron's Inc., Cl. A 3,384,000
74,200	Cavco Industries Inc.† 1,879,486	70,000	AutoNation Inc.† 1,214,500
745,000	Champion Enterprises Inc.† 238,400	50,000	Big 5 Sporting Goods Corp. 553,000
17,000	Drew Industries Inc.† 206,890	36,500	Casey's General Stores Inc. 937,685
80,000	Monaco Coach Corp.† 1,120	690,000	Coldwater Creek Inc.† 4,181,400
21,000	Nobility Homes Inc. 174,300	36,000	Copart Inc.† 1,248,120
160,000	Skyline Corp. 3,480,000	5,000	Gander Mountain Co.† 30,000
	<u>6,376,046</u>	8,000	HSN Inc.† 84,560
		500,000	Ingles Markets Inc., Cl. A 7,620,000
Metals and Mining — 0.5%			
52,003	Barrick Gold Corp. 1,744,701	65,000	Macy's Inc. 764,400
10,000	Inmet Mining Corp. 366,849	36,000	Movado Group Inc. 379,440
22,000	Ivanhoe Mines Ltd.† 123,200	99,100	Nathan's Famous Inc.† 1,327,940
142,115	Kinross Gold Corp. 2,579,387	25,000	Pier 1 Imports Inc.† 49,750
2,000	Northwest Pipe Co.† 69,520	200,000	Rush Enterprises Inc., Cl. B† 1,982,000
52,100	Stillwater Mining Co.† 297,491	300,000	The Bon-Ton Stores Inc. 1,017,000
40,000	Uranium Resources Inc.† 51,200	20,000	The Cheesecake Factory Inc.† 346,000
22,350	Yamana Gold Inc. 197,574	270,000	The Great Atlantic & Pacific Tea Co. Inc.† ... 1,147,500
	<u>5,429,922</u>	305,000	The Steak 'n Shake Co.† 2,665,700
		8,000	Ticketmaster Entertainment Inc.† 51,360

See accompanying notes to schedule of investments.

The Gabelli Small Cap Growth Fund

Schedule of Investments (Continued) — June 30, 2009 (Unaudited)

Shares	Market Value	Shares/ Units	Market Value
COMMON STOCKS (Continued)			
Retail (Continued)			
105,000	Tractor Supply Co.†	\$ 4,338,600	550,000
20,000	Village Super Market Inc., Cl. A	595,000	1,000
45,000	Weis Markets Inc.	1,508,400	72,000
168,000	Wendy's/Arby's Group Inc., Cl. A	672,000	810,000
150,000	Winn-Dixie Stores Inc.†	1,881,000	17
		37,979,355	
Specialty Chemicals — 3.5%			
60,000	A. Schulman Inc.	906,600	
19,000	Airgas Inc.	770,070	
82,000	Albemarle Corp.	2,096,740	1,103
35,000	Arch Chemicals Inc.	860,650	
74,000	Ashland Inc.	2,075,700	24,317
140,000	Chemtura Corp.	33,600	
10,000	Cytec Industries Inc.	186,200	
3,200	Dionex Corp.†	195,296	
700,000	Ferro Corp.	1,925,000	
260,000	H.B. Fuller Co.	4,880,200	
130,000	Hawkins Inc.	2,935,400	1,213
950,000	Huntsman Corp.	4,778,500	4,531
60,000	Material Sciences Corp.†	57,000	
380,000	Omnova Solutions Inc.†	1,238,800	
60,000	Penford Corp.	347,400	
13,000	Quaker Chemical Corp.	172,770	6,082
75,000	Rockwood Holdings Inc.†	1,098,000	
260,000	Sensient Technologies Corp.	5,868,200	3,430
536,500	Zep Inc.	6,464,825	
		36,890,951	
Telecommunications — 1.5%			
25,000	Atlantic Tele-Network Inc.	982,250	445,000
850,000	Cincinnati Bell Inc.†	2,414,000	
6,795	Community Service Communications Inc.†	12,061	
405	Consolidated Communications Holdings Inc.	4,743	86
60,000	D&E Communications Inc.	613,800	
45,000	Frontier Communications Corp.	321,300	
100,000	HickoryTech Corp.	768,000	
75,000	New Ulm Telecom Inc.	487,500	
118,000	Rogers Communications Inc., Cl. B	3,038,500	
63,000	Shenandoah Telecommunications Co.	1,278,270	
1,000,000	Sprint Nextel Corp.†	4,810,000	\$ 300,000
37,584	Verizon Communications Inc.	1,154,956	
24,000	Windstream Corp.	200,640	
53,000	Winstar Communications Inc.† (a)	53	
		16,086,073	
Transportation — 0.6%			
205,000	GATX Corp.	5,272,600	
135,000	Grupo TMM SA, Cl. A, ADR†	118,800	
2,000	Irish Continental Group plc†	27,636	174,469,000
94,900	Providence and Worcester Railroad Co.	1,068,574	
		6,487,610	
Wireless Communications — 1.4%			
	Centennial Communications Corp.†		\$ 4,598,000
	Nextwave Wireless Inc.†		484
	Price Communications Corp., Escrow† (a)		0
	Vimpel-Communications, ADR†		9,533,700
	Xanadoo Co., Cl. A†		4,930
			14,137,114
	TOTAL COMMON STOCKS		870,919,400
PREFERRED STOCKS — 0.0%			
Broadcasting — 0.0%			
	PTV Inc., 10.000% Pfd., Ser. A		143
Business Services — 0.0%			
	Interep National Radio Sales Inc., 4.000% Cv. Pfd., Ser. A (a)(c)(d)†		0
	TOTAL PREFERRED STOCKS		143
WARRANTS — 0.0%			
Automotive: Parts and Accessories — 0.0%			
	Exide Technologies, expire 05/05/11†		279
	Federal-Mogul Corp., expire 12/27/14†		589
			868
Broadcasting — 0.0%			
	Granite Broadcasting Corp., Ser. A, expire 06/04/12†		30
	Granite Broadcasting Corp., Ser. B, expire 06/04/12†		34
			64
Business Services — 0.0%			
	BPW Acquisition Corp., expire 02/26/14†		102,350
Telecommunications — 0.0%			
	Virgin Media Inc., Ser. A, expire 01/10/11†		4
	TOTAL WARRANTS		103,286
CORPORATE BONDS — 0.0%			
Computer Software and Services — 0.0%			
	Exodus Communications Inc., Sub. Deb., 5.250%, 02/15/10† (a)		1,185
Telecommunications — 0.0%			
	Williams Communications Group Inc., Escrow, 10.875%, 10/01/09† (a)		0
	TOTAL CORPORATE BONDS		1,185
U.S. GOVERNMENT OBLIGATIONS — 16.7%			
	U.S. Treasury Bills, 0.086% to 0.452%††, 07/02/09 to 12/24/09		174,423,971

See accompanying notes to schedule of investments.

The Gabelli Small Cap Growth Fund

Schedule of Investments (Continued) — June 30, 2009 (Unaudited)

	<u>Market Value</u>
TOTAL INVESTMENTS — 100.0%	
(Cost \$1,001,705,171)	<u>\$1,045,447,985</u>
Aggregate book cost	<u>\$1,001,705,171</u>
Gross unrealized appreciation	\$ 210,929,814
Gross unrealized depreciation	<u>(167,187,000)</u>
Net unrealized appreciation/depreciation ...	<u>\$ 43,742,814</u>

- (a) Security fair valued under procedures established by the Board of Directors. The procedures may include reviewing available financial information about the company and reviewing valuation of comparable securities and other factors on a regular basis. At June 30, 2009, the market value of fair valued securities amounted to \$386,966 or 0.04% of total investments.
- (b) Security considered an affiliated holding because the Fund owns at least 5% of its outstanding shares.
- (c) Security exempt from registration under Rule 144A of the Securities Act of 1933, as amended. This security may be resold in transactions exempt from registration, normally to qualified institutional buyers. At June 30, 2009, the market value of the Rule 144A security amounted to \$0 or 0.00% of total investments.
- (d) Illiquid security.
- † Non-income producing security.
- †† Represents annualized yield at date of purchase.
- ADR American Depositary Receipt

See accompanying notes to schedule of investments.

The Gabelli Small Cap Growth Fund

Notes to Schedule of Investments (Unaudited)

1. Security Valuation. Portfolio securities listed or traded on a nationally recognized securities exchange or traded in the U.S. over-the-counter market for which market quotations are readily available are valued at the last quoted sale price or a market's official closing price as of the close of business on the day the securities are being valued. If there were no sales that day, the security is valued at the average of the closing bid and asked prices or, if there were no asked prices quoted on that day, then the security is valued at the closing bid price on that day. If no bid or asked prices are quoted on such day, the security is valued at the most recently available price or, if the Board of Directors (the "Board") so determines, by such other method as the Board shall determine in good faith to reflect its fair market value. Portfolio securities traded on more than one national securities exchange or market are valued according to the broadest and most representative market, as determined by Gabelli Funds, LLC, (the "Adviser").

Portfolio securities primarily traded on a foreign market are generally valued at the preceding closing values of such securities on the relevant market, but may be fair valued pursuant to procedures established by the Board if market conditions change significantly after the close of the foreign market but prior to the close of business on the day the securities are being valued. Debt instruments with remaining maturities of 60 days or less that are not credit impaired are valued at amortized cost, unless the Board determines such amount does not reflect the securities' fair value, in which case these securities will be fair valued as determined by the Board. Debt instruments having a maturity greater than 60 days for which market quotations are readily available are valued at the average of the latest bid and asked prices. If there were no asked prices quoted on such day, the security is valued using the closing bid price. Futures contracts are valued at the closing settlement price of the exchange or board of trade on which the applicable contract is traded.

Securities and assets for which market quotations are not readily available are fair valued as determined by the Board.

Statement of Financial Accounting Standard No. 157, "Fair Value Measurements" ("SFAS 157") clarifies the definition of fair value for financial reporting, establishes a framework for measuring fair value, and requires additional disclosures about the use of fair value measurements. The three levels of the fair value hierarchy under SFAS 157 are described below:

- Level 1 – quoted prices in active markets for identical securities;
- Level 2 – other significant observable inputs (including quoted prices for similar securities, interest rates, prepayment speeds, credit risk, etc.); and
- Level 3 – significant unobservable inputs (including the Fund's determinations as to the fair value of investments).

The Gabelli Small Cap Growth Fund

Notes to Schedule of Investments (Continued) (Unaudited)

The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities. The summary of the Fund's investments by inputs used to value the Fund's investments as of June 30, 2009 is as follows:

	Valuation Inputs			Total Market Value at 6/30/09
	Level 1 - Quoted Prices	Level 2 - Other Significant Observable Inputs	Level 3 - Significant Unobservable Inputs	
INVESTMENTS IN SECURITIES:				
ASSETS (Market Value):				
Common Stocks				
Broadcasting	\$ 3,105,393	—	\$ 3	\$ 3,105,396
Cable	16,952,619	—	0	16,952,619
Computer Software and Services	16,553,388	—	24,000	16,577,388
Entertainment	14,531,737	—	203,681	14,735,418
Equipment and Supplies	102,671,450	—	0	102,671,450
Financial Services	47,718,194	—	15	47,718,209
Food and Beverage	73,325,049	—	0	73,325,049
Real Estate	12,422,135	\$ 125,625	—	12,547,760
Telecommunications	16,086,020	—	53	16,086,073
Wireless Communications	14,137,114	—	0	14,137,114
Other Industries (a)	553,062,924	—	0	553,062,924
Total Common Stocks	870,566,023	125,625	227,752	870,919,400
Preferred Stocks (a)	143	—	—	143
Warrants				
Broadcasting	30	—	34	64
Other Industries (a)	103,222	—	—	4
Total Warrants	103,252	—	34	103,286
Corporate Bonds	—	1,185	—	1,185
U.S. Government Obligations	—	174,423,971	—	174,423,971
TOTAL INVESTMENTS IN SECURITIES	\$870,669,418	\$174,550,781	\$227,786	\$1,045,447,985

(a) Security and industry classifications for these categories are detailed in the Schedule of Investments.

The Gabelli Small Cap Growth Fund

Notes to Schedule of Investments (Continued) (Unaudited)

The following is a reconciliation of Level 3 investments for which significant unobservable inputs were used to determine fair value:

	Balance as of 12/31/08	Accrued discounts/ (premiums)	Realized gain/ (loss)	Change in unrealized appreciation/ depreciation†	Net purchases/ (sales)	Transfers in and/or out of Level 3	Balance as of 6/30/09	Net change in unrealized appreciation/ depreciation during the period on Level 3 investments held at 6/30/09†
INVESTMENTS IN SECURITIES:								
ASSETS (Market Value):								
Common Stocks								
Broadcasting	\$ 3	\$—	\$ —	\$(17,031)	\$ —	\$17,031	\$ 3	\$(17,031)
Cable	0	—	—	—	—	—	0	—
Computer Software and Services	24,000	—	—	—	—	—	24,000	—
Entertainment	170,239	—	—	33,442	—	—	203,681	33,442
Equipment and Supplies	0	—	—	—	—	—	0	—
Financial Services	—	—	—	—	—	15	15	—
Food and Beverage	0	—	—	(5)	—	5	0	(5)
Health Care	0	—	0	24,809	(24,809)	—	—	—
Telecommunications	53	—	—	—	—	—	53	—
Wireless Communications	0	—	—	—	—	—	0	—
Real Estate	390	—	(53,129)	53,139	(400)	—	—	—
Total Common Stocks	194,685	—	(53,129)	94,354	(25,209)	17,051	227,752	16,406
Preferred Stocks								
Business Service	0	—	—	—	—	—	0	—
Warrants								
Automotive: Parts and Accessories	0	—	0	—	0	—	—	—
Broadcasting	—	—	—	(824)	—	858	34	(824)
Total Warrants	0	—	0	(824)	0	858	34	(824)
Corporate Bonds	0	—	—	1,185	—	(1,185)	0	—
TOTAL INVESTMENTS IN SECURITIES	\$194,685	\$—	\$(53,129)	\$94,715	\$(25,209)	\$16,724	\$227,786	\$ 15,582

† Net change in unrealized appreciation/depreciation on investments is included in the related amounts in the Statement of Operations.

2. Derivative Financial Instruments. The Fund may invest in various derivative financial instruments and engage in various portfolio investment strategies for the purpose of increasing the income of the Fund, hedging against changes in the value of its portfolio securities and in the value of securities it intends to purchase, or hedging against a specific transaction with respect to either the currency in which the transaction is denominated or another currency. Losses may arise if the value of the contract decreases due to an unfavorable change in the price of the underlying security or if the counterparty does not perform its duties under the contract. Investing in certain derivative financial instruments entails certain execution, market, liquidity, hedging, and tax risks. Participation in the options or futures markets and in currency exchange transactions involves investment risks and transaction costs to which the Fund would not be subject absent the use of these strategies. If the Adviser's prediction of movements in the direction of the securities, foreign currency, and interest rate markets is inaccurate, the consequences to the Fund may leave the Fund in a worse position than if it had not used such strategies.

The Fund is subject to equity price risk and foreign currency exchange rate risk in the normal course of pursuing its investment objectives by investing in various derivative financial instruments, as described below.

The Gabelli Small Cap Growth Fund

Notes to Schedule of Investments (Continued) (Unaudited)

Swap Agreements. The Fund may enter into equity and contract for difference swap transactions for the purpose of increasing the income of the Fund. The use of swaps is a highly specialized activity that involves investment techniques and risks different from those associated with ordinary portfolio security transactions. In a swap, a set of future cash flows are exchanged between two counterparties. One of these cash flow streams will typically be based on a reference interest rate combined with the performance of a notional value of shares of a stock. The other will be based on the performance of the shares of a stock. There is no assurance that the swap contract counterparties will be able to meet their obligations pursuant to the swap contracts, or that, in the event of default, the Fund will succeed in pursuing contractual remedies. The Fund thus assumes the risk that it may be delayed in or prevented from obtaining payments owed to it pursuant to the swap contracts. The creditworthiness of the swap contract counterparties is closely monitored in order to minimize the risk. Depending on the general state of short-term interest rates and the returns of the Fund's portfolio securities at that point in time, such a default could negatively affect the Fund's ability to make dividend payments. In addition, at the time a swap transaction reaches its scheduled termination date, there is a risk that the Fund will not be able to obtain a replacement transaction or that the terms of the replacement will not be as favorable as on the expiring transaction. If this occurs, it could have a negative impact on the Fund's ability to make dividend payments. At June 30, 2009, there were no open swap agreements.

Futures Contracts. The Fund may engage in futures contracts for the purpose of hedging against changes in the value of its portfolio securities and in the value of securities it intends to purchase. Upon entering into a futures contract, the Fund is required to deposit with the broker an amount of cash or cash equivalents equal to a certain percentage of the contract amount. This is known as the "initial margin." Subsequent payments ("variation margin") are made or received by the Fund each day, depending on the daily fluctuations in the value of the contract, which are included in unrealized appreciation/depreciation on futures contracts. The Fund recognizes a realized gain or loss when the contract is closed.

There are several risks in connection with the use of futures contracts as a hedging instrument. The change in value of futures contracts primarily corresponds with the value of their underlying instruments, which may not correlate with the change in value of the hedged investments. In addition, there is the risk that the Fund may not be able to enter into a closing transaction because of an illiquid secondary market. At June 30, 2009, there were no open futures contracts.

Forward Foreign Exchange Contracts. The Fund may engage in forward foreign exchange contracts for the purpose of hedging a specific transaction with respect to either the currency in which the transaction is denominated or another currency as deemed appropriate by the Adviser. Forward foreign exchange contracts are valued at the forward rate and are marked-to-market daily. The change in market value is included in unrealized appreciation/depreciation on foreign currency translations. When the contract is closed, the Fund records a realized gain or loss equal to the difference between the value of the contract at the time it was opened and the value at the time it was closed.

The Gabelli Small Cap Growth Fund

Notes to Schedule of Investments (Continued) (Unaudited)

The use of forward foreign exchange contracts does not eliminate fluctuations in the underlying prices of the Fund's portfolio securities, but it does establish a rate of exchange that can be achieved in the future. Although forward foreign exchange contracts limit the risk of loss due to a decline in the value of the hedged currency, they also limit any potential gain that might result should the value of the currency increase. In addition, the Fund could be exposed to risks if the counterparties to the contracts are unable to meet the terms of their contracts. At June 30, 2009, there were no open forward foreign exchange contracts.

3. Tax Information. Under the current tax law, capital losses related to securities and foreign currency realized after October 31 and prior to the Fund's fiscal year end may be treated as occurring on the first day of the following year. For the year ended September 30, 2008, the Fund deferred currency losses of \$7,204.

GABELLI FAMILY OF FUNDS

VALUE

Gabelli Asset Fund

Seeks to invest primarily in a diversified portfolio of common stocks selling at significant discounts to their private market value. The Fund's primary objective is growth of capital. (Multiclass)

Portfolio Manager: Mario J. Gabelli, CFA

Gabelli Blue Chip Value Fund

Seeks long term growth of capital through investment primarily in the common stocks of established companies which are temporarily out of favor. The fund's objective is to identify a catalyst or sequence of events that will return the company to a higher value. (Multiclass)

Portfolio Manager: Barbara Marcin, CFA

GAMCO Westwood Equity Fund

Seeks to invest primarily in the common stock of well seasoned companies that have recently reported positive earnings surprises and are trading below Westwood's proprietary growth rate estimates. The Fund's primary objective is capital appreciation. (Multiclass)

Portfolio Manager: Susan M. Byrne

FOCUSED VALUE

Gabelli Value Fund

Seeks to invest in securities of companies believed to be undervalued. The Fund's primary objective is long-term capital appreciation. (Multiclass)

Portfolio Manager: Mario J. Gabelli, CFA

SMALL CAP VALUE

Gabelli Small Cap Fund

Seeks to invest primarily in common stock of smaller companies (market capitalizations at the time of investment of \$2 billion or less) believed to have rapid revenue and earnings growth potential. The Fund's primary objective is capital appreciation. (Multiclass)

Portfolio Manager: Mario J. Gabelli, CFA

GAMCO Westwood SmallCap Equity Fund

Seeks to invest primarily in smaller capitalization equity securities – market caps of \$2.5 billion or less. The Fund's primary objective is long-term capital appreciation. (Multiclass)

Portfolio Manager: Nicholas F. Galluccio

Gabelli Woodland Small Cap Value Fund

Seeks to invest primarily in the common stocks of smaller companies (market capitalizations generally less than \$3.0 billion) believed to be undervalued with shareholder oriented management teams that are employing strategies to grow the company's value. The Fund's primary objective is capital appreciation. (Multiclass)

Portfolio Manager: Elizabeth M. Lilly, CFA

GROWTH

GAMCO Growth Fund

Seeks to invest primarily in large cap stocks believed to have favorable, yet undervalued, prospects for earnings growth. The Fund's primary objective is capital appreciation. (Multiclass)

Portfolio Manager: Howard F. Ward, CFA

GAMCO International Growth Fund

Seeks to invest in the equity securities of foreign issuers with long-term capital appreciation potential. The Fund offers investors global diversification. (Multiclass)

Portfolio Manager: Caesar Bryan

AGGRESSIVE GROWTH

GAMCO Global Growth Fund

Seeks capital appreciation through a disciplined investment program focusing on the globalization and interactivity of the world's marketplace. The Fund invests in companies at the forefront of accelerated growth. The Fund's primary objective is capital appreciation. (Multiclass)

Team Managed

MICRO-CAP

GAMCO Westwood Mighty MitesSM Fund

Seeks to invest in micro-cap companies that have market capitalizations of \$300 million or less. The Fund's primary objective is long-term capital appreciation. (Multiclass)

Team Managed

EQUITY INCOME

Gabelli Equity Income Fund

Seeks to invest primarily in equity securities with above average market yields. The Fund pays monthly dividends and seeks a high level of total return with an emphasis on income. (Multiclass)

Portfolio Manager: Mario J. Gabelli, CFA

GAMCO Westwood Balanced Fund

Seeks to invest in a balanced and diversified portfolio of stocks and bonds. The Fund's primary objective is both capital appreciation and current income. (Multiclass)

Co-Portfolio Managers: Susan M. Byrne
Mark Freeman, CFA

GAMCO Westwood Income Fund

Seeks to provide a high level of current income as well as long-term capital appreciation by investing in income producing equity and fixed income securities. (Multiclass)

Portfolio Manager: Barbara Marcin, CFA

SPECIALTY EQUITY

GAMCO Global Convertible Securities Fund

Seeks to invest principally in bonds and preferred stocks which are convertible into common stock of foreign and domestic companies. The Fund's primary objective is total return through a combination of current income and capital appreciation. (Multiclass)

Team Managed

GAMCO Global Opportunity Fund

Seeks to invest in common stock of companies which have rapid growth in revenues and earnings and potential for above average capital appreciation or are undervalued. The Fund's primary objective is capital appreciation. (Multiclass)

Team Managed

Gabelli SRI Green Fund

Seeks to invest in common and preferred stocks meeting guidelines for social responsibility (avoiding defense contractors and manufacturers of alcohol, abortifacients, gaming, and tobacco products) and sustainability (companies engaged in climate change, energy security and independence, natural resource shortages, organic living, and urbanization). The Fund's primary objective is capital appreciation. (Multiclass)

Co-Portfolio Managers: Christopher C. Desmarais
John M. Segrich, CFA

SECTOR

GAMCO Global Telecommunications Fund

Seeks to invest in telecommunications companies throughout the world – targeting undervalued companies with strong earnings and cash flow dynamics. The Fund's primary objective is capital appreciation. (Multiclass)

Team Managed

GAMCO Gold Fund

Seeks to invest in a global portfolio of equity securities of gold mining and related companies. The Fund's objective is long-term capital appreciation. Investment in gold stocks is considered speculative and is affected by a variety of worldwide economic, financial, and political factors. (Multiclass)

Portfolio Manager: Caesar Bryan

Gabelli Utilities Fund

Seeks to provide a high level of total return through a combination of capital appreciation and current income. (Multiclass)

Team Managed

MERGER AND ARBITRAGE

Gabelli ABC Fund

Seeks to invest in securities with attractive opportunities for appreciation or investment income. The Fund's primary objective is total return in various market conditions without excessive risk of capital loss. (No-load)

Portfolio Manager: Mario J. Gabelli, CFA

Gabelli Enterprise Mergers and Acquisitions Fund

Seeks to invest in securities believed to be likely acquisition targets within 12–18 months or in arbitrage transactions of publicly announced mergers or other corporate reorganizations. The Fund's primary objective is capital appreciation. (Multiclass)

Portfolio Manager: Mario J. Gabelli, CFA

CONTRARIAN

GAMCO Mathers Fund

Seeks long-term capital appreciation in various market conditions without excessive risk of capital loss. (No-load)

Portfolio Manager: Henry Van der Eb, CFA

Comstock Capital Value Fund

Seeks capital appreciation and current income. The Fund may use either long or short positions to achieve its objective. (Multiclass)

Portfolio Manager: Martin Weiner, CFA

FIXED INCOME

GAMCO Westwood Intermediate Bond Fund

Seeks to invest in a diversified portfolio of bonds with various maturities. The Fund's primary objective is total return. (Multiclass)

Portfolio Manager: Mark Freeman, CFA

CASH MANAGEMENT-MONEY MARKET

Gabelli U.S. Treasury Money Market Fund

Seeks to invest exclusively in short-term U.S. Treasury securities. The Fund's primary objective is to provide high current income consistent with the preservation of principal and liquidity. (No-load)

Co-Portfolio Managers: Judith A. Raneri
Ronald S. Eaker

An investment in the above Money Market Fund is neither insured nor guaranteed by the Federal Deposit Insurance Corporation or any government agency. Although the Fund seeks to preserve the value of your investment at \$1.00 per share, it is possible to lose money by investing in the Fund.

The Funds may invest in foreign securities which involve risks not ordinarily associated with investments in domestic issues, including currency fluctuation, economic, and political risks.

To receive a prospectus, call **800-GABELLI** (422-3554). Investors should carefully consider the investment objectives, risks, charges, and expenses of the Fund before investing. The prospectus contains more information about this and other matters and should be read carefully before investing.

Gabelli Equity Series Funds, Inc.
The Gabelli Small Cap Growth Fund

One Corporate Center
Rye, New York 10580-1422

800-GABELLI

800-422-3554

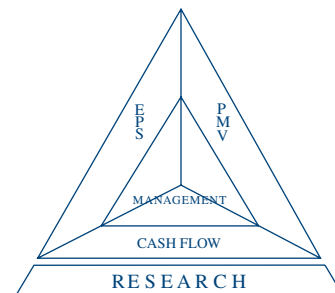
fax: 914-921-5118

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e-mail: info@gabelli.com

Net Asset Value per share available daily by calling

800-GABELLI after 7:00 P.M.



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This report is submitted for the general information of the shareholders of The Gabelli Small Cap Growth Fund. It is not authorized for distribution to prospective investors unless preceded or accompanied by an effective prospectus.

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The Gabelli Small Cap Growth Fund

**THIRD QUARTER REPORT
JUNE 30, 2009**