

The Gabelli Woodland Small Cap Value Fund

Shareholder Commentary June 30, 2009



Elizabeth M. Lilly, CFA

To Our Shareholders,

The net asset value per Class AAA Share of The Gabelli Woodland Small Cap Value Fund increased 26.63% for the quarter ended June 30, 2009 versus the Russell 2000, which increased 20.69%.

Comparative Results

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

| | Quarter | 1 Year | 3 Year | 5 Year | Since Inception (12/31/02) |
|--|---------------|-----------------|----------------|----------------|-------------------------------|
| Gabelli Woodland Small Cap Value Fund | | | | | |
| Class AAA | 26.63% | (22.33)% | (6.86)% | (0.51)% | 3.70% |
| Russell 2000 Index | 20.69 | (25.01) | (9.89) | (1.71) | 5.80 |
| S&P 500 Index | 15.92 | (26.20) | (8.22) | (2.24) | 2.69 |
| Value Line Composite Index | 32.20 | (14.04) | (5.07) | 1.00 | 8.09 |

In the current prospectus, the gross expense ratio is 2.52%. The net expense ratio is 2.01%, after contractual reimbursements by the Adviser in place through September 30, 2009. 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 6 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, the S&P 500, and Value Line Composite Indices are unmanaged indicators of stock market performance. You cannot invest directly in an index.

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

COMMENTARY

What a difference three months can make. After suffering significant declines in the first quarter, the stock market violently rallied off of its historical lows to end the second quarter with investors breathing a sigh of relief. In our March 2009 letter, we stated that from our perspective company valuations were absurd and opportunities for investing were abundant. It was no accident that stocks moved as dramatically as they did over the past quarter as investors piled into the market to take advantage of the misvaluations. But, just as the pendulum swung too far one way in the first quarter, we believe that it has swung too far in the other direction and the rally is being driven by too optimistic expectations for the economy. No doubt the economy has stabilized over the last several months, but the overall business environment has not improved significantly. There are a few “green shoots” appearing but nothing to become too encouraged about. Asset prices and stock prices have rebounded but business has not.

At the beginning of 2009, we were optimistic that the economy would improve by the end of the year. Today we are not so optimistic. The problems facing the United States are serious and digging out from them will take time. Over the last twenty-five years, the U.S. has feasted on excesses of every sort and now it has to go on a diet. The 400 pound overweight USA needs to lose weight. Like any weight loss program with lasting effects, we need to be thoughtful, disciplined, and consistent in how we go about fixing our problems. It is not going to happen overnight. Just as it is virtually impossible to lose 250 pounds in six months, we are not going to solve the crisis with a short-term time frame. Longer term we will emerge stronger and more competitive, but it will take time.

Recently, the current crisis has been described by someone as a “Repression.” It is the worst economic contraction since the Great Depression. We believe that the repression is going to be more enduring than people expect. Unfortunately, this is not a plain vanilla recession and as a result, the economy isn’t responding to typical economic policy actions. Unemployment has emerged as a potentially endemic problem that has the possibility to derail or severely slow down the recovery. Over the past sixteen months, the U.S. unemployment rate has doubled from 4.8% to 9.5%. If we count the level of people “underemployed” today, the rate is well north of 17%. Jim Grant, the well regarded publisher of “Grant’s Interest Rate Observer,” looks at the broad unemployment index, which measures involuntary working part time and those who have given up looking. By his calculations, it stands at 15.6%, the highest in the fifteen year history of the index and double its cyclical low.

What concerns us the most is what PIMCO CEO Bill Gross has been espousing for months in that the possibility of a very high and persistent unemployment rate is not part of mainstream deliberations in America. The combination of very high unemployment combined with ever expanding government debt could potentially cause problems for the United States economy. As the unemployment rate continues to rise, it serves as an impediment to the recovery in the housing market. In our December 2008 letter, we wrote that housing prices are a good proxy for economic sentiment, as declining prices dent confidence and restrict consumer and industrial spending. Unfortunately, there is still too much excess inventory in the system and some estimates state that housing inventories are approximately two million homes higher than normal.

Despite the Obama Administration’s good intentions and vigorous policy initiatives as well as all the hard work of Chairman Ben Bernanke and the Federal Reserve, the U.S. is in for a period of new normal, muted economic growth. Furthermore, it is very likely that the U.S. federal government will be forced to play a bigger, more “chronic role” in preventing high unemployment, because it cannot afford to have the jobless rate rise year after year. This creates interesting policy challenges for America in the coming years.

The following quotes can put this period in perspective. When asked what investors would learn from the crisis over the last several years, noted investor Jeremy Grantham answered, "In the short term, a lot, in the medium term, a little, in the long run, nothing at all". John Kenneth Galbraith stated the markets are characterized by "Extreme brevity of financial memory.... there can be far fields of human endeavor in which history counts for so little as in the world of finance." Only time will tell.

Lets 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 percentage of net assets and their share prices are presented as of June 30, 2009.

The best performing stocks in the portfolio this quarter were Spartan Motors and Transact Technologies (1.5% of net assets as of June 30, 2009).

Spartan Motors (SPAR - \$11.33 - Nasdaq), 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. The market appeared to be overly concerned about Spartan's exposure to the recreational vehicle market. The valuation of the company when we purchased it at \$3.00 per share was selling at 57% of book value, 2.2x economic value to earnings before interest, tax, depreciation and ammortication, and 4x earnings. As the market rallied over the past quarter, Spartan's misvaluation corrected itself quickly and its value increased significantly. We sold Spartan in the second quarter of 2009.

During the quarter, *Transact Technologies (TACT - \$4.98 - Nasdaq)* increased 93%. Transact develops and manufactures transaction based printers primarily for the gaming and lottery industry and the point of sale (POS) markets. Over the next several years, Transact is well positioned to benefit from the transition in the gaming industry from the use of hard currency to server based gaming. Transact sells printers that are used in slot machines and video lottery terminals to print tickets or receipts instead of issuing cash. The other growth opportunity is Transact's relationship with McDonald's Corporation where TACT provides printers for its cash registers and is the sole source supplier for the McCafe coffee printer. With no debt on its balance sheet, expanding operating margins, and an astute management team led by CEO Bart Shuldman, we are very optimistic about Transact's prospects.

The most disappointing investment in the quarter was *Matrixx Initiatives (MTXX - \$5.59 - Nasdaq)*, which declined 58%. Our investment in Matrixx was based on the belief that the company's innovative Zicam products were gaining share in the cough and cold Over The Counter drug market. Matrixx's financial model was compelling with close to 70% gross margins, expanding cash flow, and over \$4.00 per share in cash on its balance sheet. However, we underestimated the issues with the Federal Drug Administration (FDA), regarding the loss of smell, which we believed were behind the company. Unfortunately 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. We anticipate a long and protracted process with the FDA as well as many legal entanglements with consumers of the product. At this point, it is difficult to estimate Matrixx's liabilities but it is possible that it could force the company into bankruptcy. Not wanting to expose ourselves to that risk and unable to get clear answers from Matrixx about their estimate of the lawsuits, we chose to sell our holding in Matrixx Initiatives.

Over the past several months we discovered two new investments, BWAY Holdings (2.3%) and OMNOVA Solutions (1.5%).

BWAY (BWY - \$17.53 - NYSE) manufactures metal and plastic paint cans, aerosol containers, ammunition boxes, and other industrial plastic packaging products. The company went public in 2007 at \$15.00 per share after being taken private in 2005 by private equity firm Kelso & Company. Over the past several years, CEO Ken Roessler has focused on consolidating plants, reducing costs, improving productivity and introducing innovative plastic products to the industrial markets. Recently, Roessler has reorganized his management team and brought in a new CFO, Mike Clauer. Clauer is a strong leader that we have known for a long time. He has a terrific track record of implementing successful cost reduction programs and expanding operating margins. Going forward, we believe that BWAY will be able to grow its cash flow, reduce the leverage on their balance sheet, expand its market share, and the valuation in the market will improve.

OMNOVA Solutions (OMN - \$3.26 - NYSE) is a global producer of emulsion polymers, specialty chemicals, and decorative/functional surfaces for commercial, industrial, and residential end-use applications. Since OMNOVA was spun off from GenCorp Inc. in 1999, it has struggled due to its inflated cost structure, multiple business lines, and significant exposure to rapidly rising raw materials costs. For the first time in many years, it appears that the wind is at OMNOVA's back. The company has implemented heavy cost reduction programs, sold non-core assets, and most importantly, the price of OMNOVA's raw materials are falling sharply. CEO Kevin McMullen believes that over the next year OMNOVA could earn over \$.50 per share and generate 10% operating margins. At our purchase price of \$3.00 per share, we believe that OMNOVA's stock is significantly undervalued and misunderstood by investors.

Conclusion

As always, the portfolio continues to be constructed with a fundamental bottom up investment approach. Therefore, we do not have a fund that will mirror the performance of the Russell 2000. What we do own is a collection of good businesses that generate free cash flow, that we believe are operated by honest and talented management teams, and that are disciplined in their capital allocation decisions.

We appreciate your loyalty and support during these challenging times and look forward to communicating with you next quarter.

Sincerely,



Elizabeth M. Lilly, CFA
Portfolio Manager

August 12, 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.

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 calendar 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.

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.

Multi-Class Shares

The Gabelli Woodland Small Cap Value Fund 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 which 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 Woodland Small Cap Value Fund Average Annual Returns — June 30, 2009

| | <u>Class AAA Shares</u> | <u>Class A Shares</u> | <u>Class B Shares</u> | <u>Class C Shares</u> | <u>Class I Shares</u> |
|---|-------------------------|-----------------------|-----------------------|-----------------------|-----------------------|
| Quarter | 26.63% | 26.38% 19.12(a) | 26.23% 21.23(c) | 26.43% 25.43(d) | 26.72% |
| One Year | (22.33) | (22.39) (26.96)(a) | (22.95) (26.81)(c) | (22.89) (23.66)(d) | (22.08) |
| Three Year | (6.86) | (6.82) (8.69)(a) | (7.67) (8.60)(c) | (7.52) (7.52) | (6.72) |
| Five Year | (0.51) | (0.46) (1.66)(a) | (1.18) (1.58)(c) | (1.20) (1.20) | (0.42) |
| Since Inception (b) | 3.70 | 3.73 2.76(a) | 3.33 3.20(c) | 3.00 3.00 | 3.76 |
| Gross Expense Ratio . . . | 2.52 | 2.52 | 3.27 | 3.27 | 2.27 |
| Current Expense Ratio after Adviser Reimbursements | 2.01 | 2.01 | 2.76 | 2.76 | 1.76 |
| Maximum Sales Charge . . | None | 5.75 | 5.00 | 1.00 | None |

Past performance does not guarantee future results. Total 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. The Adviser reimbursed expenses to limit the expense ratio. Had such limitation not been in place, returns would have been lower. Current performance may be lower or higher than the performance data presented. Visit www.gabelli.com to obtain 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. The Class AAA Share net asset values ("NAV") per share are used to calculate performance for the periods prior to the issuance of Class I Shares on January 11, 2008. The actual performance of the Class I Shares would have been higher due to lower expenses related to Class I Shares. Expenses are limited by contract through September 30, 2009.

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

(b) Performance is calculated since inception on December 31, 2002.

(c) Performance results include the deferred sales charges for the Class B Shares upon redemption at the end of the one year, three year, five year, and since inception periods of 5%, 3%, 2%, and 1%, respectively, of the Fund's NAV at the time of purchase or sale, whichever is lower.

(d) 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 at the time of purchase or sale, whichever is lower.

Top Ten Holdings (Percent of Net Assets)
June 30, 2009

| | | | |
|-------------------------------|------|-------------------------------------|------|
| Tier Technologies Inc., Cl. B | 3.9% | BWAY Holding Co. | 2.3% |
| Discovery Communications Inc. | 3.2% | The Brink's Co. | 2.3% |
| Rochester Medical Corp. | 2.7% | Alberto-Culver Co. | 2.2% |
| Texas Industries Inc. | 2.4% | Brink's Home Security Holdings Inc. | 2.2% |
| Valmont Industries Inc. | 2.4% | Home Diagnostics Inc. | 2.2% |

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.

Gabelli Equity Series Funds, Inc.
The Gabelli Woodland Small Cap Value Fund

One Corporate Center
Rye, New York 10580-1422

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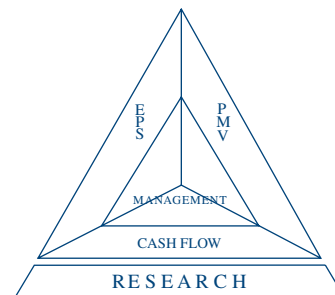
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Net Asset Value per share available daily by calling
800-GABELLI after 7:00 P.M.



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Custodian, Transfer Agent, and Dividend Agent

State Street Bank and Trust Company

Legal Counsel

Skadden, Arps, Slate, Meagher & Flom LLP

The Gabelli Woodland Small Cap Value Fund

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

GAB840Q209SC

SHAREHOLDER COMMENTARY
JUNE 30, 2009

The Gabelli Woodland Small Cap Value Fund

Third Quarter Report (a) June 30, 2009

To Our Shareholders,

The net asset value (“NAV”) per Class AAA Share of The Gabelli Woodland Small Cap Value Fund (the “Fund”) was up 26.6% for the quarter ended June 30, 2009 versus the Russell 2000 Index, which increased 20.7%. Small cap stocks outperformed large cap stocks for the quarter, with the Standard & Poor’s (“S&P”) 500 Index up 15.9%.

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 | Since Inception (12/31/02) |
|--|---------------|--------------|-----------------|----------------|----------------|----------------------------|
| Gabelli Woodland Small Cap Value Fund | | | | | | |
| Class AAA | 26.63% | 8.45% | (22.33)% | (6.86)% | (0.51)% | 3.70% |
| Russell 2000 Index | 20.69 | 2.64 | (25.01) | (9.89) | (1.71) | 5.80 |
| S&P 500 Index | 15.92 | 3.19 | (26.20) | (8.22) | (2.24) | 2.69 |
| Value Line Composite Index | 32.20 | 22.05 | (14.04) | (5.07) | 1.00 | 8.09 |
| Class A | 26.38 | 8.39 | (22.39) | (6.82) | (0.46) | 3.73 |
| Class B | 19.12(c) | 2.15(c) | (26.96)(c) | (8.69)(c) | (1.66)(c) | 2.76(c) |
| Class C | 21.23(d) | 3.08(d) | (26.81)(d) | (8.60)(d) | (1.58)(d) | 3.33 |
| Class I | 26.43 | 8.09 | (22.89) | (7.52) | (1.20) | 3.00 |
| | 25.43(e) | 7.09(e) | (23.66)(e) | (7.52) | (1.20) | 3.00 |
| | 26.72 | 8.76 | (22.08) | (6.72) | (0.42) | 3.76 |

In the current prospectus, the gross expense ratios for Class AAA, A, B, C, and I Shares are 2.52%, 2.52%, 3.27%, 3.27%, and 2.27%, respectively. The net expense ratios after contractual reimbursements by the Adviser in place through September 30, 2009 are 2.01%, 2.01%, 2.76%, 2.76%, and 1.76% 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. Class AAA and Class I Shares do not have a sales charge.

(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 I Shares on January 11, 2008. The actual performance of Class I Shares would have been higher due to lower expenses associated with this class 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 Index of small U.S. companies, the S&P 500 Index of the largest U.S. companies, and the Value Line Composite Index (comprised 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, five year and since inception periods of 5%, 5%, 5%, 3%, 2%, and 1%, 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 Woodland Small Cap Value Fund

Schedule of Investments — June 30, 2009 (Unaudited)

| Shares | | Market Value | Shares | | Market Value |
|---|---------------------------------------|----------------|--------------------------------------|-----------------------------------|--|
| COMMON STOCKS — 100.0% | | | Equipment and Supplies — 4.6% | | |
| Aerospace — 3.7% | | | | | |
| 8,600 | Herley Industries Inc.† | \$ 94,342 | 22,000 | Gerber Scientific Inc.† | \$ 55,000 |
| 5,020 | Kaman Corp. | 83,834 | 1,930 | Powell Industries Inc.† | 71,545 |
| | | <u>178,176</u> | 3,150 | The Toro Co. | 94,185 |
| | | | | | <u>220,730</u> |
| Automotive: Parts and Accessories — 1.4% | | | Financial Services — 3.6% | | |
| 6,490 | Midas Inc.† | 68,015 | 1,430 | HMN Financial Inc. | 5,019 |
| Business Services — 7.5% | | | 7,700 | NewAlliance Bancshares Inc. | 88,550 |
| 1,358 | Ascent Media Corp., Cl. A† | 36,096 | 3,600 | TCF Financial Corp. | 48,132 |
| 4,890 | Deluxe Corp. | 62,641 | 1,204 | Willis Group Holdings Ltd. | 30,979 |
| 8,150 | Edgewater Technology Inc.† | 21,027 | | | <u>172,680</u> |
| 7,350 | Intermec Inc.† | 94,815 | Food and Beverage — 4.1% | | |
| 4,000 | Liquidity Services Inc.† | 39,440 | 5,500 | Constellation Brands Inc., Cl. A† | 69,740 |
| 3,820 | The Brink's Co. | 110,895 | 2,900 | PepsiAmericas Inc. | 77,749 |
| | | <u>364,914</u> | 1,100 | The J.M. Smucker Co. | 53,526 |
| | | | | | <u>201,015</u> |
| Computer Software and Services — 19.1% | | | Health Care — 8.8% | | |
| 7,000 | Dynamics Research Corp.† | 70,070 | 1,100 | Chemed Corp. | 43,428 |
| 3,900 | Fair Isaac Corp. | 60,294 | 17,500 | Home Diagnostics Inc.† | 107,450 |
| 17,500 | Furmanite Corp.† | 78,050 | 9,940 | Rochester Medical Corp.† | 133,196 |
| 18,410 | Lawson Software Inc.† | 102,728 | 4,116 | SurModics Inc.† | 93,145 |
| 2,000 | MICROS Systems Inc.† | 50,640 | 1,480 | West Pharmaceutical Services Inc. | 51,578 |
| 4,340 | MTS Systems Corp. | 89,621 | | | <u>428,797</u> |
| 50,000 | Safeguard Scientifics Inc.† | 66,000 | Hotels and Gaming — 1.9% | | |
| 5,500 | Stratasys Inc.† | 60,445 | 7,370 | Gaylord Entertainment Co.† | 93,673 |
| 25,000 | Tier Technologies Inc., Cl. B† | 192,000 | Machinery — 5.1% | | |
| 14,800 | TransAct Technologies Inc.† | 73,704 | 6,764 | Key Technology Inc.† | 66,896 |
| 5,400 | Versant Corp.† | 81,324 | 3,500 | Robbins & Myers Inc. | 67,375 |
| | | <u>924,876</u> | 1,600 | Valmont Industries Inc. | 115,328 |
| | | | | | <u>249,599</u> |
| Consumer Products — 3.5% | | | Publishing — 1.6% | | |
| 4,270 | Alberto-Culver Co. | 108,586 | 4,000 | Scholastic Corp. | 79,160 |
| 1,085 | Church & Dwight Co. Inc. | 58,926 | Restaurants — 1.0% | | |
| | | <u>167,512</u> | 8,000 | Famous Dave's of America Inc.† | 49,120 |
| Consumer Services — 3.4% | | | Retail — 3.5% | | |
| 3,820 | Brink's Home Security Holdings Inc.† | 108,144 | 3,000 | J. Crew Group Inc.† | 81,060 |
| 4,000 | Dollar Thrifty Automotive Group Inc.† | 55,800 | 6,500 | Shutterfly Inc.† | 90,675 |
| | | <u>163,944</u> | | | <u>171,735</u> |
| Diversified Industrial — 11.3% | | | Specialty Chemicals — 3.7% | | |
| 6,500 | Bway Holding Co.† | 113,945 | 2,000 | Arch Chemicals Inc. | 49,180 |
| 1,500 | Graham Corp. | 19,950 | 1,260 | FMC Corp. | 59,598 |
| 5,957 | Griffon Corp.† | 49,562 | 22,000 | Omnova Solutions Inc.† | 71,720 |
| 3,100 | L.B. Foster Co., Cl. A† | 93,217 | | | <u>180,498</u> |
| 4,800 | OSI Systems Inc.† | 100,080 | Telecommunications — 1.2% | | |
| 2,000 | Raven Industries Inc. | 51,200 | 7,400 | HickoryTech Corp. | 56,832 |
| 3,790 | Texas Industries Inc. | 118,854 | Transportation — 2.0% | | |
| | | <u>546,808</u> | 3,200 | Bristow Group Inc.† | 94,816 |
| Energy and Utilities — 4.6% | | | TOTAL COMMON STOCKS | | |
| 25,000 | Juhl Wind Inc.† | 58,750 | | | <u>4,848,918</u> |
| 6,240 | Mariner Energy Inc.† | 73,320 | TOTAL INVESTMENTS — 100.0% | | |
| 3,170 | PICO Holdings Inc.† | 90,979 | | | <u>\$ 4,848,918</u> |
| | | <u>223,049</u> | | | (Cost \$5,019,575) |
| Entertainment — 4.4% | | | | | Aggregate book cost |
| 3,585 | Discovery Communications Inc., Cl. A† | 80,842 | | | <u>\$ 5,019,575</u> |
| 3,585 | Discovery Communications Inc., Cl. C† | 73,600 | | | Gross unrealized appreciation |
| 6,300 | Pinnacle Entertainment Inc.† | 58,527 | | | \$ 617,710 |
| | | <u>212,969</u> | | | Gross unrealized depreciation |
| | | | | | (788,367) |
| | | | | | Net unrealized appreciation/depreciation |
| | | | | | <u>\$ (170,657)</u> |

† Non-income producing security.

See accompanying notes to schedule of investments.

The Gabelli Woodland Small Cap Value Fund

Notes to Schedule of Investments (Unaudited)

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. Fair valuation methodologies and procedures may include, but are not limited to: analysis and review of available financial and non-financial information about the company; comparisons with the valuation and changes in valuation of similar securities, including a comparison of foreign securities with the equivalent U.S. dollar value ADR securities at the close of the U.S. exchange; and evaluation of any other information that could be indicative of the value of the security.

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 inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in 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:

| <u>Valuation Inputs</u> | <u>Investments in Securities (Market Value) Assets</u> |
|--------------------------|--|
| Level 1 – Quoted Prices* | \$4,848,918 |

* Security and industry classifications are detailed in the Schedule of Investments.

There were no Level 3 investments at September 30, 2008 or June 30, 2009.

Gabelli Equity Series Funds, Inc.
The Gabelli Woodland Small Cap Value Fund

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Rye, New York 10580-1422

800-GABELLI

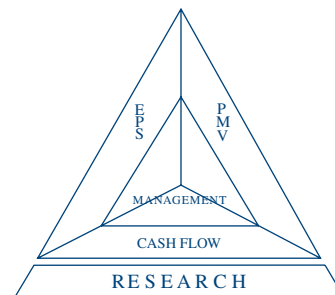
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Net Asset Value per share available daily by calling
800-GABELLI after 7:00 P.M.



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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

The Gabelli Woodland Small Cap Value Fund

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