



KEELEY
Funds

KEELEY Small Cap Value Fund

KEELEY Small Cap Dividend Value Fund

KEELEY Small-Mid Cap Value Fund

KEELEY Mid Cap Dividend Value Fund

First Quarter Report

December 31, 2018

KEELEY Small Cap Value Fund
Schedule of Investments — December 31, 2018 (Unaudited)

<u>Shares</u>	<u>Market Value</u>	<u>Shares</u>	<u>Market Value</u>
COMMON STOCKS — 98.2%		Health Care — 4.3%	
Automotive: Parts and Accessories — 2.3%		Invacare Corp. \$ 2,124,252	
575,990	Modine Manufacturing Co.† \$ 6,226,452	494,012	The Ensign Group Inc. 6,129,479
68,637	Visteon Corp.† 4,137,438	158,017	Varex Imaging Corp.† 3,907,910
	10,363,890	267,097	Wright Medical Group NV† 7,270,380
			19,432,021
Banking — 16.1%		Hotels and Gaming — 3.8%	
263,033	BancorpSouth Bank. 6,875,683	1,131,620	Playa Hotels & Resorts NV† 8,136,348
300,740	CenterState Bank Corp. 6,327,570	132,020	Ryman Hospitality Properties Inc., REIT. 8,804,414
218,160	Columbia Banking System Inc. 7,917,026		16,940,762
109,600	IBERIABANK Corp. 7,045,088		
530,130	Kearny Financial Corp. 6,796,267		Machinery — 1.4%
300,740	OceanFirst Financial Corp. 6,769,657	553,574	Welbilt Inc.† 6,150,207
314,500	State Bank Financial Corp. 6,790,055		Materials — 1.7%
189,105	Synovus Financial Corp. 6,049,469	137,632	Sensient Technologies Corp. 7,686,747
331,340	The Bank of NT Butterfield & Son Ltd. 10,387,509		Metals and Mining — 3.1%
119,285	UMB Financial Corp. 7,272,806	318,070	Allegheny Technologies Inc.† 6,924,384
	72,231,130	77,475	Kaiser Aluminum Corp. 6,917,743
			13,842,127
Broadcasting — 4.2%		Publishing — 2.4%	
237,023	Nexstar Media Group Inc., Cl. A 18,639,489	1,197,886	Houghton Mifflin Harcourt Co.† 10,613,270
			Real Estate — 2.5%
Building and Construction — 3.6%		608,119	Kennedy-Wilson Holdings Inc. 11,049,522
718,740	KBR Inc. 10,910,473		Real Estate Investment Trusts — 4.1%
460,298	TRI Pointe Group Inc.† 5,031,057	502,610	CareTrust REIT Inc. 9,278,181
	15,941,530	564,283	Sabra Health Care REIT Inc. 9,299,384
			18,577,565
Business Services — 5.3%		Restaurants — 1.6%	
243,429	ABM Industries Inc. 7,816,505	441,430	Denny's Corp.† 7,155,580
226,840	Ritchie Bros Auctioneers Inc. 7,422,205		Retail — 3.3%
59,642	WEX Inc.† 8,353,459	874,197	Del Taco Restaurants Inc.† 8,733,228
	23,592,169	151,381	Penske Automotive Group Inc. 6,103,682
			14,836,910
Computer Software and Services — 2.7%		Semiconductors — 1.9%	
244,261	Donnelley Financial Solutions Inc.† 3,426,982	307,883	Versum Materials Inc. 8,534,517
202,889	Verint Systems Inc.† 8,584,234		Telecommunications — 1.3%
	12,011,216	978,701	Extreme Networks Inc.† 5,970,076
			TOTAL COMMON STOCKS 439,405,585
Consumer Products — 1.3%		RIGHTS — 0.0%	
137,630	Spectrum Brands Holdings Inc. 5,814,868	Entertainment — 0.0%	
		851,756	Media General Inc., CVR†(a) 1
Diversified Industrial — 8.8%		SHORT TERM INVESTMENT — 1.8%	
212,184	Altra Industrial Motion Corp. 5,336,428	Other Investment Companies — 1.8%	
180,956	ESCO Technologies Inc. 11,934,048	7,845,889	Fidelity Investments Money Market Government
248,231	ITT Inc. 11,982,110		Portfolio, Cl. I, 2.250%* 7,845,889
140,681	John Bean Technologies Corp. 10,102,303		TOTAL INVESTMENTS — 100.0%
	39,354,889		(Cost \$390,217,897) \$447,251,475
Electronics — 1.5%			
511,766	Knowles Corp.† 6,811,605		
Energy and Utilities — 9.1%			
159,550	ALLETE Inc. 12,160,901		
94,300	Black Hills Corp. 5,920,154		
226,845	Delek U.S. Holdings Inc. 7,374,731		
1,568,090	HighPoint Resources Corp.† 3,904,544		
909,890	Oasis Petroleum Inc.† 5,031,692		
401,660	Parsley Energy Inc., Cl. A† 6,418,527		
	40,810,549		
Entertainment — 1.8%			
37,720	Vail Resorts Inc. 7,952,130		
Financial Services — 10.1%			
424,600	Air Lease Corp. 12,827,166		
159,550	BOK Financial Corp. 11,699,801		
560,710	Opus Bank 10,984,309		
397,080	Provident Financial Services Inc. 9,581,540		
	45,092,816		

* 1 day yield as of December 31, 2018.
(a) Security is valued using significant unobservable inputs and is classified as Level 3 in the fair value hierarchy.
† Non-income producing security.
CVR Contingent Value Right
REIT Real Estate Investment Trust

See accompanying notes to schedule of investments.

KEELEY Mid Cap Dividend Value Fund
Schedule of Investments — December 31, 2018 (Unaudited)

<u>Shares</u>	<u>Market Value</u>	<u>Shares</u>	<u>Market Value</u>
COMMON STOCKS — 95.0%			
Automotive: Parts and Accessories — 1.2%			
22,250	Autoliv Inc. \$ 1,562,617	36,920	Voya Financial Inc. \$ 1,481,969
Banking — 3.2%			
87,700	Associated Banc-Corp. 1,735,583	75,030	Food and Beverage — 2.7%
21,600	Synovus Financial Corp. 690,984	27,921	Conagra Brands Inc. 1,602,641
111,670	Umpqua Holdings Corp. 1,775,553		Lamb Weston Holdings Inc. 2,053,869
	<u>4,202,120</u>		<u>3,656,510</u>
Building and Construction — 1.9%			
26,080	Vulcan Materials Co. 2,576,704		Health Care — 5.2%
Business Services — 3.6%			
31,025	Lamar Advertising Co., Cl. A, REIT 2,146,309	14,550	AmerisourceBergen Corp. 1,082,520
31,810	Total System Services Inc. 2,585,835	13,410	Cigna Corp. 2,546,827
	<u>4,732,144</u>	19,150	STERIS plc 2,046,178
Computer Software and Services — 2.1%			
29,850	DXC Technology Co. 1,587,125	11,120	Universal Health Services Inc., Cl. B. 1,296,147
70,320	Perspecta Inc. 1,210,910		<u>6,971,672</u>
	<u>2,798,035</u>		Hotels and Gaming — 4.6%
Consumer Products — 1.3%			
38,205	Brunswick Corp. 1,774,622	128,930	Extended Stay America Inc. 1,998,415
Diversified Industrial — 4.3%			
142,400	GrafTech International Ltd. 1,629,056	19,300	Marriott Vacations Worldwide Corp. 1,360,843
47,660	ITT Inc. 2,300,548	37,300	Wyndham Destinations Inc. 1,336,832
81,700	nVent Electric plc 1,834,982	30,750	Wyndham Hotels & Resorts Inc. 1,395,127
	<u>5,764,586</u>		<u>6,091,217</u>
Electronics — 3.1%			
29,850	Agilent Technologies Inc. 2,013,681		Machinery — 4.1%
33,385	Dolby Laboratories Inc., Cl. A 2,064,528	45,470	BWV Technologies Inc. 1,738,318
	<u>4,078,209</u>	34,300	Oshkosh Corp. 2,102,933
Energy and Utilities — 18.4%			
20,290	American Water Works Co. Inc. 1,841,723	11,260	Snap-on Inc. 1,635,965
32,720	Black Hills Corp. 2,054,162		<u>5,477,216</u>
82,990	Cabot Oil & Gas Corp. 1,854,827		Metals and Mining — 1.1%
36,660	Delek U.S. Holdings Inc. 1,191,817	92,240	SM Energy Co. 1,427,875
18,948	Diamondback Energy Inc. 1,756,480		Real Estate Investment Trusts — 12.2%
47,605	EQT Corp. 899,258	148,440	Brixmor Property Group Inc. 2,180,584
37,170	Equitrans Midstream Corp.† 744,143	29,200	EPR Properties 1,869,676
34,965	Evergy Inc. 1,984,963	15,960	Equity LifeStyle Properties Inc. 1,550,195
91,470	MDU Resources Group Inc. 2,180,645	86,395	Healthcare Trust of America Inc., Cl. A 2,186,657
36,770	National Fuel Gas Co. 1,881,889	78,535	Hudson Pacific Properties Inc. 2,282,227
73,950	NRG Energy Inc. 2,928,420	76,190	Iron Mountain Inc. 2,469,318
51,690	OGE Energy Corp. 2,025,731	108,250	Sabra Health Care REIT Inc. 1,783,960
50,515	Patterson-UTI Energy Inc. 522,830	106,980	VICI Properties Inc. 2,009,084
69,520	PPL Corp. 1,969,502		<u>16,331,701</u>
12,960	UGI Corp. 691,416		Retail — 1.7%
	<u>24,527,806</u>	43,070	Foot Locker Inc. 2,291,324
Entertainment — 1.7%			
62,445	Cinemark Holdings Inc. 2,235,531		Semiconductors — 2.4%
Equipment and Supplies — 0.5%			
15,200	A.O. Smith Corp. 649,040	146,040	Cypress Semiconductor Corp. 1,857,629
Financial Services — 15.1%			
73,580	Air Lease Corp. 2,222,852	48,160	Versum Materials Inc. 1,334,995
12,165	Ameriprise Financial Inc. 1,269,661		<u>3,192,624</u>
25,460	Arthur J Gallagher & Co. 1,876,402		Specialty Chemicals — 4.6%
112,330	AXA Equitable Holdings Inc. 1,868,048	37,035	FMC Corp. 2,739,109
32,724	BOK Financial Corp. 2,399,651	69,630	Huntsman Corp. 1,343,163
31,290	Comerica Inc. 2,149,310	35,985	RPM International Inc. 2,115,198
32,725	Discover Financial Services 1,930,121		<u>6,197,470</u>
156,600	FNB Corp. 1,540,944		TOTAL COMMON STOCKS 126,684,782
32,070	Lincoln National Corp. 1,645,512		SHORT TERM INVESTMENT — 5.0%
12,560	Reinsurance Group of America Inc. 1,761,289		Other Investment Companies — 5.0%
		6,644,928	Fidelity Investments Money Market Government Portfolio, Cl. I, 2.250%* 6,644,928
			TOTAL INVESTMENTS — 100.0%
			(Cost \$136,794,473) <u>\$133,329,710</u>

* 1 day yield as of December 31, 2018.

† Non-income producing security.

REIT Real Estate Investment Trust

See accompanying notes to schedule of investments.

KEELEY Funds, Inc. (The Corporation) Notes to Schedule of Investments (Unaudited)

The Corporation's schedules of investments are prepared in accordance with U.S. Generally Accepted Accounting Principles (GAAP), which may require the use of management estimates and assumptions. Actual results could differ from those estimates. The following is a summary of significant accounting policies followed by the Funds in the preparation of its schedule of investments.

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 Trustees (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 Teton Advisors, Inc., (the Adviser). Investments in open-end investment companies are valued at each underlying fund's NAV per share as of the report date.

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 obligations 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, 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. Certain securities are valued principally using dealer quotations. Futures contracts are valued at the closing settlement price of the exchange or board of trade on which the applicable contract is traded. OTC futures and options on futures for which market quotations are readily available will be valued by quotations received from a pricing service or, if no quotations are available from a pricing service, by quotations obtained from one or more dealers in the instrument in question by the Adviser.

Securities for which quotations are not readily available are valued by the Funds' investment adviser, Keeley-Teton Advisors, LLC (the Adviser), at their respective fair values as determined in good faith pursuant to procedures adopted by the Corporation's Board of Directors. For each investment that is fair valued, the Adviser takes into consideration, to the extent applicable, various factors, including, but not limited to, the financial condition of the company, comparable companies in the public market, the nature and duration of the cause for a quotation not being readily available and other relevant factors. Securities fair valued by the Adviser are indicated in the Schedules of Investments and are categorized as Level 2 or Level 3 in the fair value hierarchy depending on the observability of the inputs. Keeley Small Cap Value Fund fair valued Media General, Inc. using methods approved by the Corporation's Board of Directors as of December 31, 2018. No other securities were fair valued by the Funds as of December 31, 2018.

The inputs and valuation techniques used to measure fair value of the Funds' investments are summarized into three levels as described in the hierarchy 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 Board's determinations as to the fair value of investments).

KEELEY Funds, Inc. (The Corporation)
Notes to Schedule of Investments (Unaudited) (Continued)

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input both individually and in the aggregate that is significant to the fair value measurement. 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 Funds' investments in securities by inputs used to value the Funds' investments as of December 31, 2018 is as follows:

	Valuation Inputs			Total Market Value at 12/31/18
	Level 1 Quoted Prices	Level 2 Other Significant Observable Inputs	Level 3 Significant Unobservable Inputs	
KEELEY SMALL CAP VALUE FUND				
INVESTMENTS IN SECURITIES:				
ASSETS (Market Value):				
Common Stocks (a)	\$439,405,585	—	—	\$439,405,585
Rights (a)	—	—	\$ 1	1
Short Term Investments	7,845,889	—	—	7,845,889
TOTAL INVESTMENTS IN SECURITIES – ASSETS	\$447,251,474	—	\$ 1	\$447,251,475
KEELEY SMALL CAP DIVIDEND VALUE FUND				
INVESTMENTS IN SECURITIES:				
ASSETS (Market Value):				
Common Stocks (a)	\$ 65,951,904	—	—	\$ 65,951,904
Short Term Investments	1,440,630	—	—	1,440,630
TOTAL INVESTMENTS IN SECURITIES – ASSETS	\$ 67,392,534	—	—	\$ 67,392,534
KEELEY SMALL-MID CAP VALUE FUND				
INVESTMENTS IN SECURITIES:				
ASSETS (Market Value):				
Common Stocks (a)	\$ 83,484,840	—	—	\$ 83,484,840
Short Term Investments	2,054,291	—	—	2,054,291
TOTAL INVESTMENTS IN SECURITIES – ASSETS	\$ 85,539,131	—	—	\$ 85,539,131
KEELEY MID CAP DIVIDEND VALUE FUND				
INVESTMENTS IN SECURITIES:				
ASSETS (Market Value):				
Common Stocks (a)	\$126,684,782	—	—	\$126,684,782
Short Term Investments(a)	6,644,928	—	—	6,644,928
TOTAL INVESTMENTS IN SECURITIES – ASSETS	\$133,329,710	—	—	\$133,329,710

(a) Please refer to the Schedule of Investments for the industry classifications of these portfolio holdings.

There were no Level 3 investments held at December 31, 2018 or September 30, 2018 for Keeley Small Cap Dividend Value Fund, Keeley Small-Mid Cap Value Fund, and Keeley Mid Cap Dividend Value Fund.

Additional Information to Evaluate Qualitative Information.

General. The Funds use recognized industry pricing services – approved by the Board and unaffiliated with the Adviser – to value most of their securities, and use broker quotes provided by market makers of securities not valued by these and other recognized pricing sources. Several different pricing feeds are received to value domestic equity securities, international equity securities, preferred equity securities, and fixed income securities. The data within these feeds are ultimately sourced from major stock exchanges and trading systems where these securities trade. The prices supplied by external sources are checked by obtaining quotations or actual transaction prices from market participants. If a price obtained from the pricing source is deemed unreliable, prices will be sought from another pricing service or from a broker/dealer that trades that security or similar securities.

Fair Valuation. Fair valued securities may be common or preferred equities, warrants, options, rights, or fixed income obligations. Where appropriate, Level 3 securities are those for which market quotations are not available, such as securities not traded for several days, or for which current bids are not available, or which are restricted as to transfer. When fair valuing a security, factors to consider include recent prices of comparable securities that are publicly traded, reliable prices of securities not publicly traded, the use of valuation models, current analyst reports, valuing the income or cash flow of the issuer, or cost if the preceding factors do not apply. A significant change in unobservable inputs could result in a lower or higher value in Level 3 securities. The circumstances of Level 3 securities are frequently monitored to determine if fair valuation measures continue to apply.

The Adviser reports quarterly to the Board the results of the application of fair valuation policies and procedures. These may include back testing the prices realized in subsequent trades of these fair valued securities to fair values previously recognized.

KEELEY Funds, Inc. (The Corporation)
Notes to Schedule of Investments (Unaudited) (Continued)

Foreign Currency Translations. The books and records of the Funds are maintained in U.S. dollars. Foreign currencies, investments, and other assets and liabilities are translated into U.S. dollars at current exchange rates. Purchases and sales of investment securities, income, and expenses are translated at the exchange rate prevailing on the respective dates of such transactions. Unrealized gains and losses that result from changes in foreign exchange rates and/or changes in market prices of securities, have been included in unrealized appreciation/depreciation on investments and foreign currency translations. Net realized foreign currency gains and losses resulting from changes in exchange rates include foreign currency gains and losses between trade date and settlement date on investment securities transactions, foreign currency transactions, and the difference between the amounts of interest and dividends recorded on the books of the Funds and the amounts actually received. The portion of foreign currency gains and losses related to fluctuation in exchange rates between the initial purchase trade date and subsequent sale trade date is included in realized gain/(loss) on investments.

Foreign Securities. The Funds may directly purchase securities of foreign issuers. Investing in securities of foreign issuers involves special risks not typically associated with investing in securities of U.S. issuers. The risks include possible revaluation of currencies, the inability to repatriate funds, less complete financial information about companies, and possible future adverse political and economic developments. Moreover, securities of many foreign issuers and their markets may be less liquid and their prices more volatile than securities of comparable U.S. issuers.

Foreign Taxes. The Funds may be subject to foreign taxes on income, gains on investments, or currency repatriation, a portion of which may be recoverable. The Funds will accrue such taxes and recoveries as applicable, based upon their current interpretation of tax rules and regulations that exist in the markets in which it invests.

Tax Information. The Funds intend to continue to qualify as regulated investment companies under Subchapter M of the Internal Revenue Code of 1986, as amended.



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Custodian
 State Street Bank and Trust Company

Distributor
 G.distributors, LLC
Legal Counsel
 Paul Hastings LLP

We have separated the portfolio managers' commentaries from the financial statements and investment portfolios 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 managers' commentaries is unrestricted. Both the commentaries and the financial statements, including the portfolio of investments, will be available on our website at keeleyfunds.com.

This report is submitted for the information of the shareholders of the KEELEY Funds. It is not authorized for distribution to prospective investors unless preceded or accompanied by an effective prospectus.