Dear Baron Growth Fund Shareholder:

Performance

Baron Growth Fund® (the Fund) declined 8.23% (Institutional Shares) for the quarter ended June 30, 2024. This trailed the return of the Fund's benchmark, the Russell 2000 Growth Index (the Benchmark), which declined 2.92% for the quarter. The Russell 3000 Index, which measures the performance of the 3,000 largest publicly traded U.S. companies, gained 3.22% for the quarter.

The Fund's underperformance was primarily due to price declines in four of our largest positions. These positions have been significant contributors to our long-term performance, and we believe the declines were caused by short-term factors rather than structural changes to earnings power. We believe all remain compelling investment opportunities and are confident the Fund remains positioned to deliver superior returns over time across market cycles.

Table I.
Performance
Annualized for periods ended June 30, 2024

	Baron Growth Fund Retail Shares[1,2]	Baron Growth Fund Institutional Shares[1,2,3]	Russell 2000 Growth Index[1]	Russell 3000 Index[1]
Three Months[4]	(8.29)%	(8.23)%	(2.92)%	3.22%
Six Months[4]	(3.28)%	(3.17)%	4.44%	13.56%
One Year	0.22%	0.47%	9.14%	23.13%
Three Years	(1.81)%	(1.56)%	(4.86)%	8.05%
Five Years	8.03%	8.31%	6.17%	14.14%
Ten Years	9.52%	9.80%	7.39%	12.15%
Fifteen Years	12.77%	13.06%	11.59%	14.49%
Since Inception (December 31,1994)	12.38%	12.52%	7.70%	10.68%

NEAL ROSENBERG
PORTFOLIO MANAGER

RONALD BARON
CEO AND PORTFOLIO MANAGER

Retail Shares: BGRFX
Institutional Shares: BGRIX
R6 Shares: BGRUX

Our performance this quarter was adversely impacted by share price declines in 4 of our top 10 positions. Shares of excess and surplus (E&S) insurer **Kinsale Capital Group, Inc.** declined after its written premium growth slowed more than anticipated during the company's fiscal first quarter. While growth of 25% was modestly slower than expected, it was a robust result that is indicative of continued share gains. We believe that Kinsale is uniquely positioned to capture market share in the vast and growing E&S market and are optimistic about its prospects to earn outstanding returns on capital going forward.

Shares of **CoStar Group, Inc.** also declined in the quarter. We attribute a portion of the decline to broad-based multiple compression across software

Performance listed in the above table is net of annual operating expenses. Annual expense ratio for the Retail shares and Institutional shares as of September 30, 2023 was 1.30% and 1.05%, respectively (comprised of operating expenses of 1.29% and 1.04%, respectively, and interest expense of 0.01% and 0.01%, respectively). The performance data quoted represents past performance. Past performance is no guarantee of future results. The investment return and principal value of an investment will fluctuate; an investor's shares, when redeemed, may be worth more or less than their original cost. The Fund's transfer agency expenses may be reduced by expense offsets from an unaffiliated transfer agent, without which performance would have been lower. Current performance may be lower or higher than the performance data quoted. For performance information current to the most recent month end, visit BaronCapitalGroup.com or call 1-800-99-BARON.

1 The **Russell 2000® Growth Index** measures the performance of small-sized U.S. companies that are classified as growth. The **Russell 3000® Index** measures the performance of the largest 3,000 US companies representing approximately 96% of the investable US equity market, as of the most recent reconstitution. All rights in the FTSE Russell Index (the "Index") vest in the relevant LSE Group company which owns the Index. Russell® is a trademark of the relevant LSE Group company and is used by any other LSE Group company under license. Neither LSE Group nor its licensors accept any liability for any errors or omissions in the indexes or data and no party may rely on any indexes or data contained in this communication. The Fund includes reinvestment of dividends, net of withholding taxes, while the Russell 2000® Growth and Russell 3000® Indexes include reinvestment of dividends before taxes. Reinvestment of dividends positively impacts the performance results. The indexes are unmanaged. Index performance is not Fund performance. Investors cannot invest directly in an index.

2 The performance data in the table does not reflect the deduction of taxes that a shareholder would pay on Fund distributions or redemption of Fund shares.

3 Performance for the Institutional Shares prior to May 29, 2009 is based on the performance of the Retail Shares, which have a distribution fee. The Institutional Shares do not have a distribution fee. If the annual returns for the Institutional Shares prior to May 29, 2009 did not reflect this fee, the returns would be higher.

4 Not annualized.

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stocks, and part to short-term fluctuations in sentiment regarding the company's new residential lead generation product. CoStar began to monetize its residential offering in February, and had an excellent start, generating $39 million of net new sales in less than two months. However, the pace of adoption seemed to slow in May and June, leading to share price declines. We believe that few businesses progress linearly and variability in results across quarters is to be expected. We view the residential real estate market as a vast and underpenetrated opportunity. As an asset class, single-family residential properties represent more than $40 trillion of value in the U.S., or around 60% of the total value of U.S. real estate. We estimate that CoStar's residential products will serve a total addressable market (TAM) that exceeds $15 billion of annual recurring revenue, or almost four times larger than the company's flagship Suite offering currently serves. We estimate that offering a residential product in international markets could increase that TAM by a further factor of four.

Shares of **MSCI Inc.** also declined in the quarter as new sales were impacted by tighter budgets at many of its investment management clients. Despite headwinds, MSCI grew its total revenue 10% organically, and its recurring subscription run rate 14%. We have been investing in MSCI since its IPO in 2008 and have observed its performance across multiple business cycles, including the Great Recession and COVID. We believe that the company's competitive positioning remains unrivaled, it continues to benefit from durable secular trends, and its cash flow generation capabilities remain best-in-class. We expect end-market conditions to improve over time, leading to an acceleration in growth and corresponding multiple expansion.

Shares of **Vail Resorts, Inc.** declined as adverse weather conditions reduced financial results. Vail has succeeded in converting a sizeable portion of its customer base to season passes, which dampens but does not eliminate the impact of weather. We believe that Vail boasts an irreplaceable network of ski resorts. We expect the company to grow at attractive rates by adding more customers on season passes, raising prices consistently, and upselling customers to higher priced offerings. We think that growth can be amplified by continued acquisitions, particularly as the company makes headway in the vast European market.

We think that the recent appreciation in shares of **Guidewire Software, Inc.** illustrates the benefits of our long-term approach. Guidewire is a leading provider of core systems software for property and casualty (P&C) insurers. The Fund has been investing in Guidewire since its IPO in 2012 and has earned a 15.5% annualized return on the investment since our first purchase.

Guidewire was founded in 2001 to help modernize the core systems of P&C insurance carriers. Moving to Guidewire's software from legacy technology helped to reduce carriers' operating costs while improving their agility and ability to innovate. The company's best-in-class technology, large SI ecosystem, and perfect track record of go-lives enabled it to capture meaningful market share among carriers. Like almost all technology developed in the early 2000s, Guidewire's software was installed "on-premise," with customers assuming responsibility for operating the software and keeping it updated.

Approximately five years ago Guidewire recognized a looming innovators dilemma as software applications began transitioning from on-premise delivery to software-as-a-service (SaaS). Guidewire took a proactive approach and elected to disrupt its own on-premise business to pursue leadership in SaaS core systems. This approach reduced revenue growth and meaningfully increased expenses during this transition period. The lower profitability and higher uncertainty led to a period of challenging stock performance, as shorter-term oriented investors elected to sell the stock with the hope of buying it back after the transition was complete.

After conducting extensive and holistic due diligence, we elected to maintain our ownership. We believed that while the transition would be difficult and time consuming, Guidewire was uniquely positioned to succeed in becoming the gold standard in SaaS core systems. We also expected that winning that leadership position would ultimately result in 50% market share of an addressable market that would eventually exceed $20 billion of annual recurring revenue. We expected the winner to benefit from near-perfect retention rates and a margin profile that can approach or exceed 40%.

We are pleased by the way that our thesis is developing. Guidewire's SaaS revenue is now approaching $500 million, up from just $65 million when the transition began. We estimate that its win rate for SaaS deals exceeds 80%, ahead of our expectations and higher than its on-premise win rate. Expense growth has flattened, leading to dramatic margin expansion and a clear path towards our long-term profitability targets. The stock has jumped in response, gaining 81% over the last year, dramatically better than the Benchmark, which gained approximately 9%. Despite the excellent recent performance, we see continued attractive returns ahead as the company continues to execute on its expansive product roadmap.

Table II groups our portfolio based on our assessment of the attributes that best characterize each investment. While this does not perfectly correlate to the Global Industry Classification Standard, the industry standard nomenclature, we believe it provides added transparency into our thought process.

Table II.
Total returns by category for the three months ended June 30, 2024

	% of Total Investments (as of 6/30/2024)	Total Return (%)	Contribution to Return (%)
Disruptive Growth	**8.9**	**–1.37**	**–0.10**
Altair Engineering Inc.	1.0	13.85	0.12
FIGS, Inc.	0.9	6.96	0.06
Iridium Communications Inc.	2.6	2.23	0.06
Farmers Business Network, Inc.	0.0	–	–
ANSYS, Inc.	4.3	–7.38	–0.33
Northvolt AB	0.2	–8.59	–0.01
Russell 2000 Growth Index		**–2.92**	
Financials	**47.2**	**–7.49**	**–3.38**
Arch Capital Group Ltd.	12.7	9.14	1.05
Houlihan Lokey, Inc.	0.8	5.65	0.05
Clearwater Analytics Holdings, Inc.	0.1	4.69	0.00
Moelis & Company	0.3	1.33	0.01
Morningstar, Inc.	3.8	–3.93	–0.14
Cohen & Steers, Inc.	1.7	–4.88	–0.07
Essent Group Ltd.	0.4	–5.11	–0.02
Primerica, Inc.	4.8	–6.16	–0.24
FactSet Research Systems Inc.	6.8	–9.92	–0.68

Table II. (continued)

	% of Total Investments (as of 6/30/2024)	Total Return (%)	Contribution to Return (%)
Financials (continued)			
The Carlyle Group Inc.	0.9	–13.70	–0.14
MSCI Inc.	9.8	–13.76	–1.48
Kinsale Capital Group, Inc.	5.1	–26.65	–1.71
Real/Irreplaceable Assets	**16.6**	**–9.33**	**–1.63**
Gaming and Leisure Properties, Inc.	3.3	–0.17	0.02
Douglas Emmett, Inc.	0.7	–2.65	–0.01
Choice Hotels International, Inc.	5.0	–5.60	–0.24
Red Rock Resorts, Inc.	1.5	–7.74	–0.12
Alexandria Real Estate Equities, Inc.	0.9	–8.24	–0.09
Vail Resorts, Inc.	5.0	–18.16	–1.10
Boyd Gaming Corporation	–	–27.35	–0.09
Core Growth	**27.3**	**–10.02**	**–2.86**
Guidewire Software, Inc.	1.7	18.14	0.27
Mettler-Toledo International Inc.	1.2	4.96	0.07
Bio-Techne Corporation	2.5	1.88	0.10
Neogen Corp.	0.3	–0.95	0.01
Bright Horizons Family Solutions, Inc.	1.2	–2.92	–0.02
Gartner, Inc.	9.2	–5.80	–0.54
IDEXX Laboratories, Inc.	3.1	–9.77	–0.32

Table II. (continued)

	% of Total Investments (as of 6/30/2024)	Total Return (%)	Contribution to Return (%)
Core Growth (continued)			
West Pharmaceutical Services, Inc.	1.2	–16.71	–0.30
CoStar Group, Inc.	5.3	–23.25	–1.52
Trex Company, Inc.	1.0	–25.69	–0.34
Krispy Kreme, Inc.	0.7	–29.19	–0.26
Fees	**–**	**–0.29**	**–0.29**
Total	**100.0***	**–8.25****	**–8.25****

Sources: FactSet PA, Baron Capital, and FTSE Russell.

* *Individual weights may not sum to displayed total due to rounding.*

** *Represents the blended return of all share classes of the Fund.*

Our investments in **Real/Irreplaceable Assets**, **Core Growth**, and **Financials** represent between 16.6% and 47.2% of the Fund's total investments, and aggregate to 91.1%. Another 8.9% of total investments are invested in businesses that we consider to be **Disruptive Growth** businesses, which we believe offer greater growth potential, albeit with more risk relative to other investments. We believe this balance appropriately reflects our goal to generate superior returns over time with less risk than the Benchmark. As shown in the table above, our Disruptive Growth investments outperformed the Benchmark, while our investments in the other three cohorts trailed the Benchmark in the quarter.

Table III.
Performance Characteristics
Millennium Internet Bubble to Post-COVID-19

	Millennium Internet Bubble to Financial Panic 12/31/1999 to 12/31/2008	Financial Panic to Present 12/31/2008 to 6/30/2024	Millennium Internet Bubble to Present 12/31/1999 to 6/30/2024	Inception 12/31/1994 to 6/30/2024
Alpha (%)	5.05	3.38	5.01	6.51
Beta	0.58	0.81	0.71	0.72

Table IV.
Performance
Millennium Internet Bubble to Post-COVID-19. The Impact of Not Losing Money.

	Millennium Internet Bubble to Financial Panic 12/31/1999 to 12/31/2008		Financial Panic to Present 12/31/2008 to 6/30/2024		Millennium Internet Bubble to Present 12/31/1999 to 6/30/2024		Inception 12/31/1994 to 6/30/2024	
	Value $10,000	Annualized	Value $10,000	Annualized	Value $10,000	Annualized	Value $10,000	Annualized
Baron Growth Fund	$12,448	2.46%	$70,530	13.43%	$87,799	9.27%	$324,776	12.52%
Russell 2000 Growth Index	$ 6,476	–4.71%	$57,708	11.97%	$37,370	5.53%	$ 89,140	7.70%
Russell 3000 Index	$ 7,634	–2.95%	$79,339	14.30%	$60,570	7.63%	$199,650	10.68%

Performance data quoted represents past performance. Past performance is no guarantee of future results. The indexes are unmanaged. Index performance is not Fund performance. Investors cannot invest directly in an index.

The Fund has meaningfully outperformed its Benchmark over the long term. The Fund has gained 12.52% on an annualized basis since its inception on December 31, 1994, which exceeds that of the Benchmark by 4.82% and the Russell 3000 Index by 1.84%, annualized. This represents robust absolute and relative returns across a variety of market environments, driven primarily by favorable stock selection. We attribute this result to not losing money during periods of significant market drawdowns, such as the nine years ended December 2008, as well as robust absolute and relative performance versus the Benchmark during the most recent five-year period, which featured two significant market corrections.

While the Fund did not make much money from December 31, 1999, through December 31, 2008, a period which includes the highs of the Internet Bubble and the lows of the Financial Panic, it did generate a positive annualized return of 2.46%. Conversely, a hypothetical investment in a fund designed to track the Fund's Benchmark would have declined in value by 4.71% on an annualized basis over the same time. Similarly, a hypothetical investment in a fund designed to track the Russell 3000 Index would have declined 2.95% annualized. (Please see Table IV–Millennium Internet Bubble to Financial Panic). From the Financial Panic to present, the Fund generated an annualized return of 13.43%, which has exceeded that of its Benchmark by 1.46% annualized.

We believe that the power of compounding is better demonstrated by viewing these returns in dollar terms. A hypothetical investment of $10,000 in the Fund at its inception on December 31, 1994 would be worth $324,776 on June 30, 2024. This is approximately 3.6 times greater than the $89,140 the same hypothetical investment made in a fund designed to track the Benchmark would be worth, and over 60% more than a hypothetical investment in the Russell 3000 Index. Hypothetically, our returns were achieved with approximately 28% less volatility than the Benchmark, as represented by its beta. (Please see Tables III and IV.) Importantly, we believe that the returns in the portfolio have come primarily through the compounded growth in the revenue and cash flow of the businesses in which we have invested rather than increases in valuation multiples. We are pleased that our long-term investments in what we believe are competitively advantaged companies with attractive growth prospects and exceptional management teams have generated attractive returns in good markets and have helped to protect capital during more challenging ones.

Table V.

Top contributors to performance for the quarter ended June 30, 2024

	Year Acquired	Market Cap When Acquired (billions)	Quarter End Market Cap (billions)	Total Return	Percent Impact
Arch Capital Group Ltd.	2002	$0.4	$37.9	9.14%	1.05%
Guidewire Software, Inc.	2012	1.3	11.4	18.14	0.27
Altair Engineering Inc.	2017	1.1	8.1	13.85	0.12
Bio-Techne Corporation	2009	2.1	11.3	1.88	0.10
Mettler-Toledo International Inc.	2008	2.4	29.8	4.96	0.07

Specialty insurer **Arch Capital Group Ltd.** contributed to performance after reporting positive financial results that exceeded Street expectations. Operating ROE was 21% in the first quarter, and book value per share rose 40% due to strong underwriting profitability and the establishment of a deferred tax asset at the end of 2023. Favorable conditions persist in the P&C insurance market with strong growth and attractive returns despite signs of increasing competition. We continue to own the stock due to Arch's capable management team and our expectation of significant growth in earnings and book value.

Shares of P&C insurance software vendor **Guidewire Software, Inc.** contributed to performance for the quarter. After a multi-year transition period, we believe the company's cloud transition is substantially over. We believe that cloud will be the sole path forward, with annual recurring revenue (ARR) benefiting from new customer wins and migrations of the existing customer base to InsuranceSuite Cloud. We also expect the company to shift R&D resources from infrastructure investment to product development, which will help to drive cross sales into its sticky installed base and potentially accelerate ARR over time. We are also encouraged by Guidewire's subscription gross margin expansion, which improved by more than 1,000 basis points in its most recently reported quarter. We believe that Guidewire will be the critical software vendor for the global P&C insurance industry, capturing 30% to 50% of its $15 billion to $30 billion total addressable market and generating margins above 40%.

The stock of **Altair Engineering Inc.**, a prominent player in the multi-billion-dollar Computer Aided Simulation market, contributed to performance. Better-than-expected quarterly results and an optimistic demand outlook from management drove the stock's upward movement. While macro commentary across software companies was mixed this quarter, Altair's leadership noted improving demand trends. The company is also poised to benefit from go-to-market changes, including increased partner traction, sales force verticalization, pricing adjustments, and enhanced cross-selling efforts across product segments. The potential acquisition of a key competitor, **ANSYS, Inc.,** could position Altair as a standalone simulation software company in the public market, potentially boosting investor interest. We expect Altair will continue to benefit from the ongoing increase in product complexity, requiring customers to adopt more simulation while reducing compute costs, and product innovation should allow it to be adopted by a broader set of users within Altair's customers.

Table VI.

Top detractors from performance for the quarter ended June 30, 2024

	Year Acquired	Market Cap When Acquired (billions)	Quarter End Market Cap (billions)	Total Return	Percent Impact
Kinsale Capital Group, Inc.	2016	$0.6	$ 9.0	–26.65%	–1.71%
CoStar Group, Inc.	2004	0.7	30.3	–23.25	–1.52
MSCI Inc.	2007	1.8	38.2	–13.76	–1.48
Vail Resorts, Inc.	1997	0.2	6.8	–18.16	–1.10
FactSet Research Systems Inc.	2006	2.5	15.6	–9.92	–0.68

Shares of specialty insurer **Kinsale Capital Group, Inc.** gave back some gains from earlier this year after the company reported slower premium growth in the first quarter. Earnings beat Street expectations with 44% EPS growth and 43% growth in book value per share. However, investors focused on the slowdown in gross written premiums to 25% growth from 34% last quarter, reflecting tough comparisons and moderating growth in property insurance. We continue to own the stock because we believe Kinsale is well managed and has a long runway for growth in an attractive segment of the insurance market.

CoStar Group, Inc. is a provider of marketing and data analytics services to the real estate industry. Shares detracted from performance in the quarter along with the broader software sector. Most software companies experienced a slowdown in new sales activity in early 2024, leading to guidance reductions and multiple compression. We believe CoStar shares were also impacted by concerns that the company's second quarter financial results will show a deceleration in net new sales of its residential product following outstanding first quarter performance. We remain encouraged by traction in CoStar's residential offering although recognize that progress may not be linear. CoStar began to monetize its new Homes.com platform in February. We believe early momentum can be amplified by the recent NAR class action settlement, which has the potential to disrupt the residential brokerage industry and enhance the return on investment for brokers advertising on Homes.com.

Shares of **MSCI Inc.**, a leading provider of investment decision support tools, detracted from performance. The company reported mixed Q1 2024 earnings as its end market remained choppy, leading to elevated client cancelations and a more muted new sales environment. Despite this near-term macro uncertainty, we retain long-term conviction as MSCI owns strong, "all weather" franchises and remains well positioned to benefit from numerous secular tailwinds in the investment community.

Portfolio Structure and Investment Strategy

We seek to invest in businesses with attractive fundamental characteristics and long-term growth prospects. These attributes include high barriers to entry, sustainable competitive advantages, large and growing addressable markets, and durable secular tailwinds. We invest in business models that have recurring or predictable revenue, generate attractive incremental margins, are cash generative, and are not dependent on third-party financing. We invest with management teams that seek to consistently reinvest into their businesses to raise barriers to entry and pursue long-term profitable growth. We work with our growing team of analysts to conduct iterative and holistic due diligence by interacting with representatives of all company stakeholders. In addition to visiting regularly with a company's management team, we join our analysts in speaking with a company's existing and potential customers, key suppliers, and large competitors. We use such findings to refine our understanding of a business and its industry, assess its growth trajectory, test the durability of its competitive advantages, and ultimately reinforce or refute our investment thesis. We do this in an iterative manner and ultimately spend as much time researching long-held positions as we do when researching new potential investments.

We hold investments for the long term. As of June 30, 2024, our weighted average holding period was 16.9 years. This is dramatically longer than most other small-cap growth funds, which, according to Morningstar, turn over about 71% of their portfolios annually based on an average for the last three years. The portfolio's 10 largest positions have a weighted average holding period of 18.7 years, ranging from a 7.6-year investment in **Kinsale Capital Group, Inc.** to investments in **Choice Hotels International, Inc.** and **Vail Resorts, Inc.** that now both exceed 27 years. We have held 24 investments, representing 89.0% of the Fund's total investments, for more than 10 years. We have held 11 investments, representing 11.0% of the Fund's total investments, for fewer than 10 years. We believe that Table VII and Table VIII quantify the merits of our long-term holding philosophy.

Table VII.
Top performing stocks owned more than 10 years

	Year Acquired	Cumulative Total Return Since Date Acquired	Annualized Return Since Date Acquired
Arch Capital Group Ltd.	2002	3,429%	17.4%
Choice Hotels International, Inc.	1996	3,289	13.6
IDEXX Laboratories, Inc.	2005	3,285	19.9
MSCI Inc.	2007	2,047	20.3
Gartner, Inc.	2007	1,928	19.6
Mettler-Toledo International Inc.	2008	1,837	21.0
CoStar Group, Inc.	2004	1,752	16.0
Morningstar, Inc.	2005	1,541	15.7
Primerica, Inc.	2010	1,305	20.4
Cohen & Steers, Inc.	2004	1,269	14.1
ANSYS, Inc.	2009	1,137	17.7

The cohort of investments that we have held for more than 10 years earned a weighted average annualized rate of return of 16.3% since we first purchased them. This exceeded the performance of the Fund's Benchmark by 7.7% annualized. Six of these investments have achieved annualized returns that exceeded the Benchmark by more than 10% per year.

Table VIII.
Top performing stocks owned less than 10 years

	Year Acquired	Cumulative Total Return Since Date Acquired	Annualized Return Since Date Acquired
Kinsale Capital Group, Inc.	2016	1,353%	42.4%
Altair Engineering Inc.	2017	436	28.7
Moelis & Company	2015	306	16.6
Houlihan Lokey, Inc.	2017	278	22.0
Red Rock Resorts, Inc.	2016	268	17.3
Essent Group Ltd.	2016	162	12.9

The cohort of investments that we have held for fewer than 10 years has returned 23.7% annually on a weighted average basis since our initial purchase, exceeding the Benchmark by 15.1% annualized. Three of these investments have achieved annualized returns that exceeded the Benchmark by more than 10% per year, including two that have achieved annualized returns that exceeded the Benchmark by more than 20% per year.

Portfolio Holdings

As of June 30, 2024, we owned 35 investments. The top 10 holdings represented 68.0% of the Fund's total investments, all of which have been held for a minimum of seven years. All were small-cap businesses at the time of purchase and have become top 10 positions through stock appreciation. Our holdings in these stocks have returned 18.9% annually based on weighted average assets since our initial investment, exceeding the Benchmark by an average of 10.6% annually. We attribute much of this relative outperformance to the superior growth rates and quality exhibited by these businesses relative to the Benchmark average. We believe all our positions offer significant further appreciation potential individually, and that the Fund's diversification offers potentially better-than-market returns with less risk than the market as measured by beta. Note that diversification cannot guarantee a profit or protect against loss.

Table IX.
Top 10 holdings as of June 30, 2024

	Year Acquired	Market Cap When Acquired (billions)	Quarter End Market Cap (billions)	Quarter End Investment Value (millions)	Percent of Total Investments
Arch Capital Group Ltd.	2002	$0.4	$37.9	$908.0	12.7%
MSCI Inc.	2007	1.8	38.2	698.5	9.8
Gartner, Inc.	2007	2.3	34.9	660.1	9.2
FactSet Research Systems Inc.	2006	2.5	15.6	489.9	6.8
CoStar Group, Inc.	2004	0.7	30.3	379.6	5.3
Kinsale Capital Group, Inc.	2016	0.6	9.0	366.0	5.1
Vail Resorts, Inc.	1997	0.2	6.8	360.3	5.0
Choice Hotels International, Inc.	1996	0.4	5.7	357.0	5.0
Primerica, Inc.	2010	1.0	8.1	343.0	4.8
ANSYS, Inc.	2009	2.3	28.1	308.6	4.3

Thank you for joining us as fellow shareholders in Baron Growth Fund. We are appreciative of the confidence you have shown in us, and we will continue to work hard to justify that confidence.

Respectfully,

Ronald Baron
CEO and Portfolio Manager

Neal Rosenberg
Portfolio Manager

Investors should consider the investment objectives, risks, and charges and expenses of the investment carefully before investing. The prospectus and summary prospectus contain this and other information about the Funds. You may obtain them from the Funds' distributor, Baron Capital, Inc., by calling 1-800-99-BARON or visiting BaronCapitalGroup.com. Please read them carefully before investing.

Risks: The Adviser believes that there is more potential for capital appreciation in smaller companies, but there also may be more risk. Specific risks associated with investing in smaller companies include that the securities may be thinly traded, and they may be more difficult to sell during market downturns.

The Fund may not achieve its objectives. Portfolio holdings are subject to change. Current and future portfolio holdings are subject to risk.

The discussions of the companies herein are not intended as advice to any person regarding the advisability of investing in any particular security. The views expressed in this report reflect those of the respective portfolio managers only through the end of the period stated in this report. The portfolio manager's views are not intended as recommendations or investment advice to any person reading this report and are subject to change at any time based on market and other conditions and Baron has no obligation to update them.

This report does not constitute an offer to sell or a solicitation of any offer to buy securities of Baron Growth Fund by anyone in any jurisdiction where it would be unlawful under the laws of that jurisdiction to make such offer or solicitation.

The portfolio manager defines "**Best-in-class**" as well-managed, competitively advantaged, faster growing companies with higher margins and returns on invested capital and lower leverage that are leaders in their respective markets. Note that this statement represents the manager's opinion and is not based on a third-party ranking. **Alpha:** measures the difference between a fund's actual returns and its expected performance, given its level of risk as measured by beta. **Beta:** measures a fund's sensitivity to market movements. The beta of the market (Russell 2000 Growth Index) is 1.00 by definition.

BAMCO, Inc. is an investment adviser registered with the U.S. Securities and Exchange Commission (SEC). Baron Capital, Inc. is a broker-dealer registered with the SEC and member of the Financial Industry Regulatory Authority, Inc. (FINRA).