A photograph of a large body of water, likely a reservoir or lake, with a dam in the foreground. The scene is shrouded in a thick, low-lying fog or mist, creating a serene and somewhat mysterious atmosphere. The sky is a pale, hazy blue. In the background, a line of dark green trees is visible. The dam is a long, low structure made of dark material, possibly gravel or stone, extending across the width of the frame. The water is calm, reflecting the light from the sky. The overall color palette is muted, dominated by blues, greys, and greens.

Payson Total Return Fund

ANNUAL REPORT // March 31, 2021

PAYSON TOTAL RETURN FUND

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MARCH 31, 2021

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IMPORTANT INFORMATION

An investment in the Fund is subject to risk, including the possible loss of principal. Other Fund risks include equity risk, convertible securities risk, debt securities risk, technology sector risk, exchange-traded funds risk, interest rate risk, credit risk, inflation indexed security risk, U.S. government securities risk, value investment risk, mortgage-related and other asset-backed securities risk, and foreign investments risk. Foreign investing involves certain risks and increased volatility not associated with investing solely in the U.S., including currency fluctuations, economic or financial instability, lack of timely or reliable financial information or unfavorable political or legal developments. Mortgage-related and other asset-backed securities risks include extension risk and prepayment risk. In addition, the Fund invests in midcap companies, which pose greater risks than those associated with larger, more established companies. There is no assurance that the Fund will achieve its investment objective.

PAYSON TOTAL RETURN FUND

A MESSAGE TO OUR SHAREHOLDERS (UNAUDITED)

MARCH 31, 2021

Dear Payson Total Return Fund Shareholder,

Last year's Payson Total Return Fund's (the "Fund") Annual Letter to Shareholders ended on an optimistic note even though investors were only a couple of weeks out from the market setting a breathtaking low during the Covid-19 economic fallout. Although the managers of the Fund embrace market volatility and all the opportunities it typically provides, the economic collapse from the pandemic and the market's subsequent nosedive were enough to shake the nerves of any investor regardless of their experience. As suggested in last year's letter however, global central banks responded aggressively in concert with international government stimulus programs, and this unbridled liquidity pumped into world economies has unleashed an equally stunning rebound in economic activity and in turn a spectacular recovery in stock prices. The Payson Total Return Fund more than participated in this recovery posting a one year ending March 31, 2021 total return of 61.37%. These results compare favorably to the S&P 500® Index (the "Index") results for the same period which totaled 56.35%.

Today's investing environment is starkly different from the opportunities of a year ago. Although the pandemic remains a global phenomenon and continues to weigh on the recovery, the successful rollout of the vaccination program will provide further traction to a hopeful return to a sense of normalcy. With that rebound however may come new risks and headwinds to the market. US Interest rates dropped to historic lows this past fall but have begun to churn higher as supply chain bottlenecks and rising commodity prices raise inflation concerns. In addition, the new Biden administration is taking advantage of its current political leverage to expand federal programs which they plan to fund through higher taxes. Higher Inflation, interest rates and taxes are typically not well received by a market, particularly by one that trades at above average valuations. Investors have begun to respond to these developments, rotating out of sectors that led the market during the pandemic such as technology and health care and into more reasonably priced stocks of companies more leveraged to an expanding economy.

The managers of the Fund continue to focus on the underlying characteristics of the Fund portfolio seeking companies that generate strong cash flows while sustaining above average profit margins. Importantly, the managers also pay strict attention to a variety of valuation measures when selecting stocks and making portfolio adjustments. For some time, this commitment to maintaining strong relative characteristics has led to a comparatively heavy concentration in technology stocks. This commitment combined with the stocks the Fund invested within the information technology sector were the biggest contributor to the Fund's relative performance in the past fiscal year. Although this sector remains the largest in the Fund, as it does with the Index, valuations have become so stretched in this sector the managers have begun to find superior valuations in other areas and have selectively trimmed certain holdings. The top five contributors to the Fund's performance this past year based on their weights in the portfolio relative to the Index were HP Inc., Lam Research Corp., Thor Industries Inc., Discover Financial Services, and WEX Inc. The five stocks that detracted from the Fund's return based on their weights in the portfolio relative to the Index include Intel Corp., Leidos Holdings, Inc., Amgen Inc., Johnson & Johnson, and Merck & Co., Inc.

PAYSON TOTAL RETURN FUND

A MESSAGE TO OUR SHAREHOLDERS (UNAUDITED)

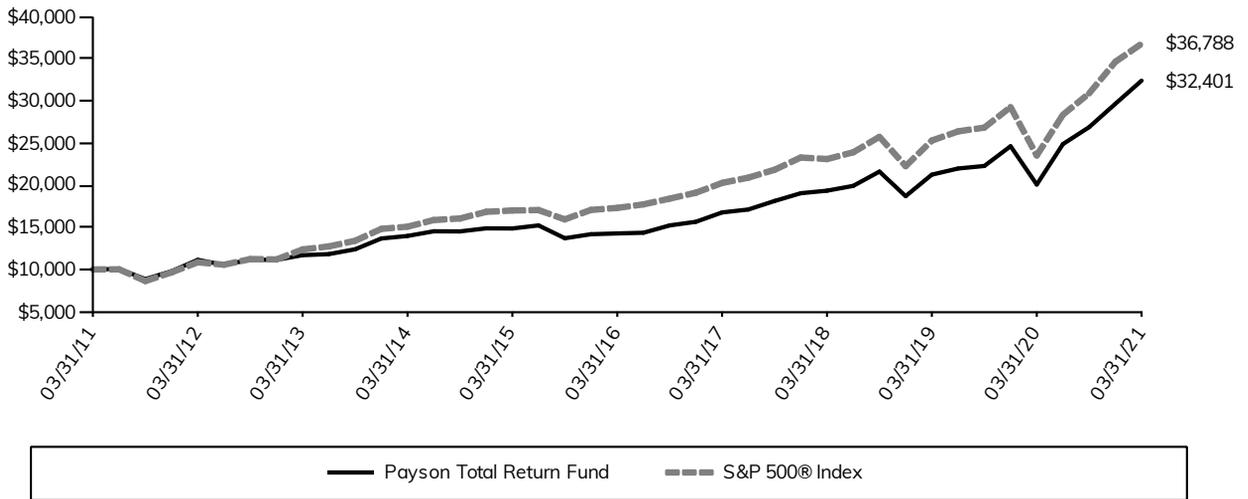
MARCH 31, 2021

Last year was a year of extraordinary and unprecedented developments and responses on a global scale. The coming year appears to be one of a return to stability and, to some degree, normalcy although it's unlikely the world will return to its pre pandemic state. New challenges and headwinds will invariably surface and the managers will respond accordingly while maintaining the disciplined process that has proven to provide attractive shareholder returns over the long term.

PAYSON TOTAL RETURN FUND
PERFORMANCE CHART AND ANALYSIS (UNAUDITED)
MARCH 31, 2021

The following chart reflects the change in the value of a hypothetical \$10,000 investment, including reinvested dividends and distributions, in Payson Total Return Fund (the "Fund") compared with the performance of the benchmark, S&P 500® Index (the "S&P 500®"), over the past ten fiscal years. The S&P 500® is a broad-based measurement of the U.S. stock market based on the performance of 500 widely held large capitalization common stocks. The total return of the index includes the reinvestment of dividends and income. The total return of the Fund includes operating expenses that reduce returns, while the total return of the index does not include expenses. The Fund is professionally managed, while the index is unmanaged and is not available for investment.

**Comparison of Change in Value of a \$10,000 Investment
 Payson Total Return Fund vs. S&P 500® Index**



Average Annual Total Returns Periods Ended March 31, 2021	One Year	Five Year	Ten Year
Payson Total Return Fund	61.37%	17.81%	12.47%
S&P 500® Index	56.35%	16.29%	13.91%

Performance data quoted represents past performance and is no guarantee of future results. Current performance may be lower or higher than the performance data quoted. Investment return and principal value will fluctuate so that shares, when redeemed, may be worth more or less than original cost. As stated in the Fund's prospectus, the annual operating expense ratio (gross) is 0.86%. The performance table and graph do not reflect the deduction of taxes that a shareholder would pay on Fund distributions or the redemption of Fund shares. Returns greater than one year are annualized. For the most recent month-end performance, please call (800) 805-8258.

PAYSON TOTAL RETURN FUND
SCHEDULE OF INVESTMENTS
MARCH 31, 2021

<u>Shares</u>	<u>Security Description</u>	<u>Value</u>	<u>Shares</u>	<u>Security Description</u>	<u>Value</u>
Common Stock - 97.6%			Information Technology - 36.7%		
Consumer Discretionary - 8.5%			13,779	Accenture PLC, Class A	\$ 3,806,449
30,610	Polaris, Inc.	\$ 4,086,435	5,640	Alphabet, Inc., Class A (a)	11,632,613
8,600	The Home Depot, Inc.	2,625,150	12,180	Broadcom, Inc.	5,647,379
30,480	Thor Industries, Inc.	4,106,875	11,430	Broadridge Financial Solutions, Inc.	1,749,933
17,000	Whirlpool Corp.	3,745,950	25,830	CDW Corp.	4,281,322
		<u>14,564,410</u>	11,567	Facebook, Inc., Class A (a)	3,406,829
Consumer Staples - 3.1%			16,410	Fidelity National Information Services, Inc.	2,307,410
11,410	Thermo Fisher Scientific, Inc.	<u>5,207,296</u>	283,530	HP, Inc.	9,002,078
Financials - 21.3%			10,055	Lam Research Corp.	5,985,138
20,700	American Express Co.	2,927,808	27,260	Microsoft Corp.	6,427,090
17,320	Aon PLC, Class A	3,985,505	5,940	NVIDIA Corp.	3,171,544
32,220	Berkshire Hathaway, Inc., Class B (a)	8,231,243	11,600	NXP Semiconductors NV	2,335,544
22,516	JPMorgan Chase & Co.	3,427,611	15,590	Texas Instruments, Inc.	2,946,354
17,310	Mastercard, Inc., Class A	6,163,225			<u>62,699,683</u>
10,350	S&P Global, Inc.	3,652,205	Total Common Stock (Cost \$101,455,858)		
152,500	The Western Union Co.	3,760,650	Investments, at value - 97.6% (Cost \$101,455,858)		
20,000	Visa, Inc., Class A	4,234,600	\$ 166,745,500		
		<u>36,382,847</u>	Other Assets & Liabilities, Net - 2.4%		
Health Care - 16.8%			Net Assets - 100.0%		
37,625	AbbVie, Inc.	4,071,777	\$ 170,823,574		
22,215	Amgen, Inc.	5,527,314	PLC	Public Limited Company	
13,100	Danaher Corp.	2,948,548	(a)	Non-income producing security.	
42,330	Johnson & Johnson	6,956,935	The following is a summary of the inputs used to value the Fund's investments as of March 31, 2021.		
39,045	Merck & Co., Inc.	3,009,979	The inputs or methodology used for valuing securities are not necessarily an indication of the risks associated with investing in those securities. For more information on valuation inputs, and their aggregation into the levels used in the table below, please refer to the Security Valuation section in Note 2 of the accompanying Notes to Financial Statements.		
50,650	Pfizer, Inc.	1,835,050			
11,680	UnitedHealth Group, Inc.	4,345,778			
		<u>28,695,381</u>			
Industrials - 11.2%					
22,000	AMETEK, Inc.	2,810,060			
21,810	CSX Corp.	2,102,920			
9,600	Cummins, Inc.	2,487,456			
13,925	Generac Holdings, Inc. (a)	4,559,741			
12,900	Honeywell International, Inc.	2,800,203			
8,650	Otis Worldwide Corp.	592,093			
49,740	Raytheon Technologies Corp.	3,843,410			
		<u>19,195,883</u>			

See Notes to Financial Statements.

PAYSON TOTAL RETURN FUND
SCHEDULE OF INVESTMENTS
MARCH 31, 2021

<u>Valuation Inputs</u>	<u>Investments in Securities</u>
Level 1 - Quoted Prices	\$ 166,745,500
Level 2 - Other Significant Observable Inputs	–
Level 3 - Significant Unobservable Inputs	–
Total	<u>\$ 166,745,500</u>

The Level 1 value displayed in this table is Common Stock. Refer to this Schedule of Investments for a further breakout of each security by industry.

PORTFOLIO HOLDINGS (Unaudited)

% of Total Investments

Consumer Discretionary	8.8%
Consumer Staples	3.1%
Financials	21.8%
Health Care	17.2%
Industrials	11.5%
Information Technology	37.6%
	<u>100.0%</u>

PAYSON TOTAL RETURN FUND
STATEMENT OF ASSETS AND LIABILITIES
MARCH 31, 2021

ASSETS

Investments, at value (Cost \$101,455,858)	\$ 166,745,500
Cash	2,765,809
Receivables:	
Fund shares sold	199,625
Investment securities sold	1,279,518
Dividends and interest	133,851
Prepaid expenses	10,226
Total Assets	<u>171,134,529</u>

LIABILITIES

Payables:	
Fund shares redeemed	27,476
Distributions payable	143,228
Accrued Liabilities:	
Investment adviser fees	84,943
Fund services fees	20,186
Other expenses	35,122
Total Liabilities	<u>310,955</u>

NET ASSETS \$ 170,823,574

COMPONENTS OF NET ASSETS

Paid-in capital	\$ 87,071,938
Distributable earnings	<u>83,751,636</u>
NET ASSETS	<u>\$ 170,823,574</u>

SHARES OF BENEFICIAL INTEREST AT NO PAR VALUE (UNLIMITED SHARES AUTHORIZED) 6,280,825

NET ASSET VALUE, OFFERING AND REDEMPTION PRICE PER SHARE \$ 27.20

PAYSON TOTAL RETURN FUND

STATEMENT OF OPERATIONS

YEAR ENDED MARCH 31, 2021

INVESTMENT INCOME

Dividend income (Net of foreign withholding taxes of \$1,305)	\$	2,233,775
Interest income		1,460
Total Investment Income		<u>2,235,235</u>

EXPENSES

Investment adviser fees		852,395
Fund services fees		215,060
Custodian fees		15,502
Registration fees		22,981
Professional fees		43,614
Trustees' fees and expenses		6,381
Other expenses		<u>52,951</u>
Total Expenses		<u>1,208,884</u>

NET INVESTMENT INCOME1,026,351**NET REALIZED AND UNREALIZED GAIN (LOSS)**

Net realized gain on investments		28,613,671
Net change in unrealized appreciation (depreciation) on investments		<u>34,851,367</u>

NET REALIZED AND UNREALIZED GAIN63,465,038**INCREASE IN NET ASSETS RESULTING FROM OPERATIONS**\$ 64,491,389

PAYSON TOTAL RETURN FUND
STATEMENTS OF CHANGES IN NET ASSETS

	For the Years Ended March 31,	
	2021	2020
OPERATIONS		
Net investment income	\$ 1,026,351	\$ 867,578
Net realized gain	28,613,671	452,524
Net change in unrealized appreciation (depreciation)	34,851,367	(7,489,749)
Increase (Decrease) in Net Assets Resulting from Operations	<u>64,491,389</u>	<u>(6,169,647)</u>
DISTRIBUTIONS TO SHAREHOLDERS		
Total Distributions Paid	<u>(11,060,753)</u>	<u>(867,572)</u>
CAPITAL SHARE TRANSACTIONS		
Sale of shares	13,861,490	18,427,705
Reinvestment of distributions	10,021,490	377,018
Redemption of shares	(10,965,094)	(16,202,815)
Increase in Net Assets from Capital Share Transactions	<u>12,917,886</u>	<u>2,601,908</u>
Increase (Decrease) in Net Assets	<u>66,348,522</u>	<u>(4,435,311)</u>
NET ASSETS		
Beginning of Year	<u>104,475,052</u>	<u>108,910,363</u>
End of Year	<u>\$ 170,823,574</u>	<u>\$ 104,475,052</u>
SHARE TRANSACTIONS		
Sale of shares	569,849	889,432
Reinvestment of distributions	410,282	18,985
Redemption of shares	(450,298)	(779,474)
Increase in Shares	<u>529,833</u>	<u>128,943</u>

PAYSON TOTAL RETURN FUND
FINANCIAL HIGHLIGHTS

These financial highlights reflect selected data for a share outstanding throughout each year.

	For the Years Ended March 31,				
	2021	2020	2019	2018	2017
NET ASSET VALUE, Beginning of Year	\$ 18.17	\$ 19.37	\$ 17.76	\$ 16.14	\$ 13.94
INVESTMENT OPERATIONS					
Net investment income (a)	0.17	0.15	0.13	0.14	0.16
Net realized and unrealized gain (loss)	10.75	(1.20)	1.61	2.33	2.25
Total from Investment Operations	10.92	(1.05)	1.74	2.47	2.41
DISTRIBUTIONS TO SHAREHOLDERS FROM					
Net investment income	(0.17)	(0.15)	(0.13)	(0.12)	(0.21)
Net realized gain	(1.72)	-	-	(0.73)	-
Total Distributions to Shareholders	(1.89)	(0.15)	(0.13)	(0.85)	(0.21)
NET ASSET VALUE, End of Year	\$ 27.20	\$ 18.17	\$ 19.37	\$ 17.76	\$ 16.14
TOTAL RETURN	61.37%	(5.48)%	9.83%	15.39%	17.41%
RATIOS/SUPPLEMENTARY DATA					
Net Assets at End of Year (000s omitted)	\$ 170,824	\$ 104,475	\$ 108,910	\$ 95,489	\$ 78,888
Ratios to Average Net Assets:					
Net investment income	0.72%	0.74%	0.71%	0.82%	1.10%
Net expenses	0.85%	0.86%	0.89%	0.94%	0.98%
PORTFOLIO TURNOVER RATE	64%	25%	27%	38%	30%

(a) Calculated based on average shares outstanding during each year.

Note 1. Organization

The Payson Total Return Fund (the “Fund”) is a diversified portfolio of Forum Funds (the “Trust”). The Trust is a Delaware statutory trust that is registered as an open-end, management investment company under the Investment Company Act of 1940, as amended (the “Act”). Under its Trust Instrument, the Trust is authorized to issue an unlimited number of the Fund’s shares of beneficial interest without par value. The Fund commenced operations on November 25, 1991. The Fund seeks a combination of high current income and capital appreciation.

Note 2. Summary of Significant Accounting Policies

The Fund is an investment company and follows accounting and reporting guidance under Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Topic 946, “Financial Services – Investment Companies.” These financial statements are prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”), which require management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent liabilities at the date of the financial statements, and the reported amounts of increases and decreases in net assets from operations during the fiscal year. Actual amounts could differ from those estimates. The following summarizes the significant accounting policies of the Fund:

Security Valuation – Securities are valued at market prices using the last quoted trade or official closing price from the principal exchange where the security is traded, as provided by independent pricing services on each Fund business day. In the absence of a last trade, securities are valued at the mean of the last bid and ask price provided by the pricing service.

The Fund values its investments at fair value pursuant to procedures adopted by the Trust’s Board of Trustees (the “Board”) if (1) market quotations are not readily available or (2) the Adviser, as defined in Note 4, believes that the values available are unreliable. The Trust’s Valuation Committee, as defined in the Fund’s registration statement, performs certain functions as they relate to the administration and oversight of the Fund’s valuation procedures. Under these procedures, the Valuation Committee convenes on a regular and ad hoc basis to review such investments and considers a number of factors, including valuation methodologies and significant unobservable inputs, when arriving at fair value.

The Valuation Committee may work with the Adviser to provide valuation inputs. In determining fair valuations, inputs may include market-based analytics that may consider related or comparable assets or liabilities, recent transactions, market multiples, book values and other relevant investment information. Adviser inputs may include an income-based approach in which the anticipated future cash flows of the investment are discounted in determining fair value. Discounts may also be applied based on the nature or duration of any restrictions on the disposition of the investments. The Valuation Committee performs regular reviews of valuation methodologies, key inputs and assumptions, disposition analysis and market activity.

PAYSON TOTAL RETURN FUND
NOTES TO FINANCIAL STATEMENTS
MARCH 31, 2021

Fair valuation is based on subjective factors and, as a result, the fair value price of an investment may differ from the security's market price and may not be the price at which the asset may be sold. Fair valuation could result in a different net asset value ("NAV") than a NAV determined by using market quotes.

GAAP has a three-tier fair value hierarchy. The basis of the tiers is dependent upon the various "inputs" used to determine the value of the Fund's investments. These inputs are summarized in the three broad levels listed below:

Level 1 - Quoted prices in active markets for identical assets and liabilities.

Level 2 - Prices determined using significant other observable inputs (including quoted prices for similar securities, interest rates, prepayment speeds, credit risk, etc.). Short-term securities with maturities of sixty days or less are valued at amortized cost, which approximates market value, and are categorized as Level 2 in the hierarchy. Municipal securities, long-term U.S. government obligations and corporate debt securities are valued in accordance with the evaluated price supplied by a pricing service and generally categorized as Level 2 in the hierarchy. Other securities that are categorized as Level 2 in the hierarchy include, but are not limited to, warrants that do not trade on an exchange, securities valued at the mean between the last reported bid and ask quotation and international equity securities valued by an independent third party with adjustments for changes in value between the time of the securities' respective local market closes and the close of the U.S. market.

Level 3 - Significant unobservable inputs (including the Fund's own assumptions in determining the fair value of investments).

The aggregate value by input level, as of March 31, 2021, for the Fund's investments is included at the end of the Fund's Schedule of Investments.

Security Transactions, Investment Income and Realized Gain and Loss – Investment transactions are accounted for on the trade date. Dividend income is recorded on the ex-dividend date. Non-cash dividend income is recorded at the fair market value of the securities received. Foreign dividend income is recorded on the ex-dividend date or as soon as possible after determining the existence of a dividend declaration after exercising reasonable due diligence. Income and capital gains on some foreign securities may be subject to foreign withholding taxes, which are accrued as applicable. Interest income is recorded on an accrual basis. Premium is amortized to the next call date above par and discount is accreted to maturity using the effective interest method. Identified cost of investments sold is used to determine the gain and loss for both financial statement and federal income tax purposes.

Distributions to Shareholders – Distributions to shareholders of net investment income, if any, are declared and paid quarterly. Distributions to shareholders of net capital gains and net foreign currency gains, if any, are declared and paid at least annually. Distributions to shareholders are recorded on the ex-dividend date. Distributions are based on amounts calculated in accordance with applicable federal income tax regulations,

PAYSON TOTAL RETURN FUND
NOTES TO FINANCIAL STATEMENTS
MARCH 31, 2021

which may differ from GAAP. These differences are due primarily to differing treatments of income and gain on various investment securities held by the Fund, timing differences and differing characterizations of distributions made by the Fund.

Federal Taxes – The Fund intends to continue to qualify each year as a regulated investment company under Subchapter M of Chapter 1, Subtitle A, of the Internal Revenue Code of 1986, as amended (“Code”), and to distribute all of its taxable income to shareholders. In addition, by distributing in each calendar year substantially all of its net investment income and capital gains, if any, the Fund will not be subject to a federal excise tax. Therefore, no federal income or excise tax provision is required. The Fund files a U.S. federal income and excise tax return as required. The Fund’s federal income tax returns are subject to examination by the Internal Revenue Service for a period of three fiscal years after they are filed. As of March 31, 2021, there are no uncertain tax positions that would require financial statement recognition, de-recognition or disclosure.

Income and Expense Allocation – The Trust accounts separately for the assets, liabilities and operations of each of its investment portfolios. Expenses that are directly attributable to more than one investment portfolio are allocated among the respective investment portfolios in an equitable manner.

Commitments and Contingencies – In the normal course of business, the Fund enters into contracts that provide general indemnifications by the Fund to the counterparty to the contract. The Fund’s maximum exposure under these arrangements is dependent on future claims that may be made against the Fund and, therefore, cannot be estimated; however, based on experience, the risk of loss from such claims is considered remote. The Fund has determined that none of these arrangements requires disclosure on the Fund’s balance sheet.

Note 3. Cash – Concentration in Uninsured Account

For cash management purposes, the Fund may concentrate cash with the Fund’s custodian. This typically results in cash balances exceeding the Federal Deposit Insurance Corporation (“FDIC”) insurance limits. As of March 31, 2021, the Fund had \$2,515,809 at MUFG Union Bank, N.A. that exceeded the FDIC insurance limit.

Note 4. Fees and Expenses

Investment Adviser – H.M. Payson & Co. (the “Adviser”) is the investment adviser to the Fund. Pursuant to an investment advisory agreement, the Adviser receives an advisory fee, payable monthly, from the Fund at an annual rate of 0.60% of the Fund’s average daily net assets.

Distribution – Foreside Fund Services, LLC serves as the Fund’s distributor (the “Distributor”). The Fund does not have a distribution (12b-1) plan; accordingly, the Distributor does not receive compensation from the Fund for its distribution services. The Adviser compensates the Distributor directly for its services. The

PAYSON TOTAL RETURN FUND
NOTES TO FINANCIAL STATEMENTS
MARCH 31, 2021

Distributor is not affiliated with the Adviser or Atlantic Fund Administration, LLC, a wholly owned subsidiary of Apex US Holdings, LLC (d/b/a Apex Fund Services) ("Apex") or their affiliates.

Other Service Providers – Apex provides fund accounting, fund administration, compliance and transfer agency services to the Fund. The fees related to these services are included in Fund services fees within the Statement of Operations. Apex also provides certain shareholder report production and EDGAR conversion and filing services. Pursuant to an Apex Services Agreement, the Fund pays Apex customary fees for its services. Apex provides a Principal Executive Officer, a Principal Financial Officer, a Chief Compliance Officer and an Anti-Money Laundering Officer to the Fund, as well as certain additional compliance support functions.

Trustees and Officers – The Trust pays each independent Trustee an annual retainer of \$31,000 for services to the Trust (\$41,000 for the Chairman). The Audit Committee Chairman receives an additional \$2,000 annually. The Trustees and Chairman may receive additional fees for special Board meetings. Each Trustee is also reimbursed for all reasonable out-of-pocket expenses incurred in connection with his or her duties as a Trustee, including travel and related expenses incurred in attending Board meetings. The amount of Trustees' fees attributable to the Fund is disclosed in the Statement of Operations. Certain officers of the Trust are also officers or employees of the above named service providers, and during their terms of office received no compensation from the Fund.

Note 5. Security Transactions

The cost of purchases and proceeds from sales of investment securities (including maturities), other than short-term investments, during the year ended March 31, 2021 were \$88,441,845 and \$89,616,023, respectively.

Note 6. Federal Income Tax

As of March 31, 2021, the cost of investments for federal income tax purposes is \$101,455,858 and the components of net unrealized appreciation were as follows:

Gross Unrealized Appreciation	\$	65,552,756
Gross Unrealized Depreciation		(263,114)
Net Unrealized Appreciation	\$	<u>65,289,642</u>

Distributions paid during the fiscal years ended as noted were characterized for tax purposes as follows:

	<u>2021</u>	<u>2020</u>
Ordinary Income	\$ 2,675,613	\$ 819,539
Long-Term Capital Gain	8,395,525	-
	<u>\$ 11,071,138</u>	<u>\$ 819,539</u>

PAYSON TOTAL RETURN FUND
NOTES TO FINANCIAL STATEMENTS
MARCH 31, 2021

As of March 31, 2021, distributable earnings (accumulated loss) on a tax basis were as follows:

Undistributed Ordinary Income	\$	2,147,927
Undistributed Long-Term Gain		16,457,295
Net Unrealized Appreciation		65,289,642
Other Temporary Differences		(143,228)
Total	\$	<u>83,751,636</u>

The difference between components of distributable earnings on a tax basis and the amounts reflected in the Statement of Assets and Liabilities are primarily due to treatment of distributions payable.

Note 7. Subsequent Events

Subsequent events occurring after the date of this report through the date these financial statements were issued have been evaluated for potential impact, and the Fund has had no such events. Management has evaluated the need for additional disclosures and/or adjustments resulting from subsequent events. Based on this evaluation, no additional disclosures or adjustments were required to the financial statements as of the date the financial statements were issued.

**To the Board of Trustees of Forum Funds
and the Shareholders of Payson Total Return Fund**

Opinion on the Financial Statements

We have audited the accompanying statement of assets and liabilities of Payson Total Return Fund, a series of shares of beneficial interest in Forum Funds (the “**Fund**”), including the schedule of investments, as of March 31, 2021, and the related statement of operations for the year then ended, the statements of changes in net assets for each of the years in the two-year period then ended and the financial highlights for each of the years in the five-year period then ended, and the related notes (collectively referred to as the “**financial statements**”). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Fund as of March 31, 2021, and the results of its operations for the year then ended, the changes in its net assets for each of the years in the two-year period then ended and its financial highlights for each of the years in the five-year period then ended, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These financial statements are the responsibility of the Fund's management. Our responsibility is to express an opinion on the Fund's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (“**PCAOB**”) and are required to be independent with respect to the Fund in accordance with the U.S. federal securities law and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Fund is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Fund's internal control over financial reporting. Accordingly, we express no such opinion.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Our audits included performing procedures to assess the risk of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our procedures included confirmation of securities owned as of March 31, 2021 by correspondence with the custodian. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

BBD, LLP

BBD, LLP

We have served as the auditor of one or more of the Funds in the Forum Funds since 2009.

Philadelphia, Pennsylvania

May 25, 2021

PAYSON TOTAL RETURN FUND

ADDITIONAL INFORMATION (UNAUDITED)

MARCH 31, 2021

Proxy Voting Information

A description of the policies and procedures that the Fund uses to determine how to vote proxies relating to securities held in the Fund's portfolio is available, without charge and upon request, by calling (800) 805-8258 and on the SEC website at www.sec.gov. The Fund's proxy voting record for the most recent twelve-month period ended June 30 is available, without charge and upon request, by calling (800) 805-8258 and on the SEC's website at www.sec.gov.

Availability of Quarterly Portfolio Schedules

The Fund files its complete schedule of portfolio holdings with the SEC for the first and third quarters of each fiscal year on Form N-PORT. Forms N-PORT are available free of charge on the SEC's website at www.sec.gov.

Shareholder Expense Example

As a shareholder of the Fund, you incur ongoing costs, including management fees and other Fund expenses. This example is intended to help you understand your ongoing costs (in dollars) of investing in the Fund and to compare these costs with the ongoing costs of investing in other mutual funds.

The example is based on an investment of \$1,000 invested at the beginning of the period and held for the entire period from October 1, 2020 through March 31, 2021.

Actual Expenses – The first line of the table below provides information about actual account values and actual expenses. You may use the information in this line, together with the amount you invested, to estimate the expenses that you paid over the period. Simply divide your account value by \$1,000 (for example, an \$8,600 account value divided by \$1,000 = 8.6), then multiply the result by the number in the first line under the heading entitled "Expenses Paid During Period" to estimate the expenses you paid on your account during the period.

Hypothetical Example for Comparison Purposes – The second line of the table below provides information about hypothetical account values and hypothetical expenses based on the Fund's actual expense ratio and an assumed rate of return of 5% per year before expenses, which is not the Fund's actual return. The hypothetical account values and expenses may not be used to estimate the actual ending account balance or expenses you paid for the period. You may use this information to compare the ongoing costs of investing in the Fund and other funds. To do so, compare this 5% hypothetical example with the 5% hypothetical examples that appear in the shareholder reports of other funds.

Please note that the expenses shown in the table are meant to highlight your ongoing costs only. Therefore, the second line of the table is useful in comparing ongoing costs only and will not help you determine the relative total costs of owning different funds.

PAYSON TOTAL RETURN FUND

ADDITIONAL INFORMATION (UNAUDITED)

MARCH 31, 2021

	<u>Beginning Account Value October 1, 2020</u>	<u>Ending Account Value March 31, 2021</u>	<u>Expenses Paid During Period*</u>	<u>Annualized Expense Ratio*</u>
Actual	\$ 1,000.00	\$ 1,204.66	\$ 4.67	0.85%
Hypothetical (5% return before expenses)	\$ 1,000.00	\$ 1,020.69	\$ 4.28	0.85%

* Expenses are equal to the Fund's annualized expense ratio multiplied by the average account value over the period, multiplied by the number of days in the most recent fiscal half-year (182) divided by 365 to reflect the half-year period.

Federal Tax Status of Dividends Declared during the Fiscal Year

For federal income tax purposes, dividends from short-term capital gains are classified as ordinary income. The Fund designates 49.12% of its income dividend distributed as qualifying for the corporate dividends received deduction (DRD) and 50.29% for the qualified dividend rate (QDI) as defined in Section 1(h)(11) of the Code. The Fund also designates 0.06% as qualified interest income exempt from U.S. tax for foreign shareholders (QII). The Fund also designates 61.20% as short-term capital gains dividends exempt from US tax for foreign shareholders (QSD). The Fund paid long-term capital gain dividends of \$8,395,525.

Trustees and Officers of the Trust

The Board is responsible for oversight of the management of the Trust's business affairs and of the exercise of all the Trust's powers except those reserved for the shareholders. The following table provides information about each Trustee and certain officers of the Trust. Each Trustee and officer holds office until the person resigns, is removed or is replaced. Unless otherwise noted, the persons have held their principal occupations for more than five years. The address for all Trustees and officers is Three Canal Plaza, Suite 600, Portland, Maine 04101. The Fund's Statement of Additional Information includes additional information about the Trustees and is available, without charge and upon request, by calling (800) 805-8258.

PAYSON TOTAL RETURN FUND

ADDITIONAL INFORMATION (UNAUDITED)

MARCH 31, 2021

Name and Year of Birth	Position with the Trust	Length of Time Served	Principal Occupation(s) During Past Five Years	Number of Series in Fund Complex Overseen By Trustee	Other Directorships Held By Trustee During Past Five Years
Independent Trustees					
David Tucker Born: 1958	Trustee; Chairman of the Board	Since 2011 and Chairman since 2018	Director, Blue Sky Experience (a charitable endeavor) since 2008; Senior Vice President & General Counsel, American Century Companies (an investment management firm) 1998-2008.	1	Trustee, Forum Funds II and U.S. Global Investors Funds
Mark D. Moyer Born: 1959	Trustee; Chairman of the Audit Committee	Since 2018	Chief Financial Officer, Freedom House (a NGO advocating political freedom and democracy) since 2017; independent consultant providing interim CFO services, principally to non-profit organizations, 2011-2017.	1	Trustee, Forum Funds II and U.S. Global Investors Funds
Jennifer Brown-Strabley Born: 1964	Trustee	Since 2018	Principal, Portland Global Advisors (a registered investment adviser), 1996-2010.	1	Trustee, Forum Funds II and U.S. Global Investors Funds
Interested Trustees⁽¹⁾					
Jessica Chase Born: 1970	Trustee	Since 2018	Director, Apex Fund Services since 2019; Senior Vice President, Atlantic Fund Services 2008-2019.	1	Trustee, Forum Funds II and U.S. Global Investors Funds

⁽¹⁾Jessica Chase is currently an interested person of the Trust, as defined in the 1940 Act, due to her affiliation with Apex Fund Services and her role as President of the Trust. Apex Fund Services is a wholly owned subsidiary of Apex US Holdings LLC.

PAYSON TOTAL RETURN FUND

ADDITIONAL INFORMATION (UNAUDITED)

MARCH 31, 2021

Name and Year of Birth	Position with the Trust	Length of Time Served	Principal Occupation(s) During Past 5 Years
Officers			
Jessica Chase Born: 1970	President; Principal Executive Officer	Since 2015	Director, Apex Fund Services since 2019. Senior Vice President, Atlantic Fund Services 2008-2019.
Karen Shaw Born: 1972	Treasurer; Principal Financial Officer	Since 2008	Senior Vice President, Apex Fund Services since 2019; Senior Vice President, Atlantic Fund Services 2008-2019.
Zachary Tackett Born: 1988	Vice President; Secretary and Anti-Money Laundering Compliance Officer	Since 2014	Senior Counsel, Apex Fund Services since 2019; Counsel, Atlantic Fund Services 2014-2019.
Michael J. McKeen Born: 1971	Vice President	Since 2009	Senior Vice President, Apex Fund Services since 2019; Senior Vice President, Atlantic Fund Services 2008-2019.
Timothy Bowden Born: 1969	Vice President	Since 2009	Manager, Apex Fund Services since 2019; Manager, Atlantic Fund Services 2008-2019.
Geoffrey Ney Born: 1975	Vice President	Since 2013	Manager, Apex Fund Services since 2019; Manager, Atlantic Fund Services 2013-2019.
Todd Proulx Born: 1978	Vice President	Since 2013	Manager, Apex Fund Services since 2019; Manager, Atlantic Fund Services 2013-2019.
Carlyn Edgar Born: 1963	Chief Compliance Officer and Vice President	Chief Compliance Officer 2008-2016 and 2021-current; Vice President since 2008	Senior Vice President, Apex Fund Services since 2019; Senior Vice President, Atlantic Fund Services 2008-2019.

FOR MORE INFORMATION

Payson Total Return Fund
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(800) 805-8258 (toll free)
www.hmpayson.com

Transfer Agent

Apex Fund Services
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www.theapexgroup.com

Distributor

Foreside Fund Services, LLC
Three Canal Plaza, Suite 100
Portland, Maine 04101
www.foreside.com

Investment Company Act File No. 811-03023

This report is submitted for the general information of the shareholders of the Fund. It is not authorized for distribution to prospective investors unless preceded or accompanied by an effective prospectus, which includes information regarding the Fund's risks, objectives, fees and expenses, experience of its management, and other information.