

# RS Value Fund

(Class A) (RSVAX)

Third Quarter 2011

All data as of September 30, 2011

## Fund Facts

### Objective

- Long-term capital appreciation.

### Investment Strategy

- The Fund invests principally in equity securities that RS Investments believes are undervalued, of companies with market capitalizations between \$1.0 billion and 120% of the market capitalization of the largest company included in the Russell Midcap® Index on the last day of the most recent quarter.

### Investment Team

RS Value Fund is team-managed. The RS Value Team consists of 14 seasoned investment professionals who, on average, bring more than 16 years of industry experience.

### Share Class: Ticker Symbol

A: RSVAX C: RVACX K: RSVKX Y: RSVYX

### Fees and Expenses

Share Class	Gross Expenses <sup>2</sup>	Net Expenses <sup>2</sup>
A	1.41%	1.31%
C	2.12%	2.06%
K	1.80%	1.71%
Y <sup>3</sup>	0.98%	N/A

### Role in Portfolio

	Value	Blend	Growth
Large	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Medium	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Small	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Style box breakdowns reflect fund management's long-term targeted investment strategy classifications.

Source: Guardian Investor Services LLC

### Risk Factors

As with all mutual funds, the value of an investment in the Fund could decline, so you could lose money. Investing in small- and mid-size companies can involve risks such as having less publicly available information, higher volatility, and less liquidity than in the case of larger companies. Overweighting investments in certain sectors or industries increases the risk of loss due to general declines in the prices of stocks in those sectors or industries. Foreign securities are subject to political, regulatory, economic, and exchange-rate risks not present in domestic investments. The value of a debt security is affected by changes in interest rates and is subject to any credit risk of the issuer or guarantor of the security.

## Performance

### Performance

(Average Annual Total Returns)

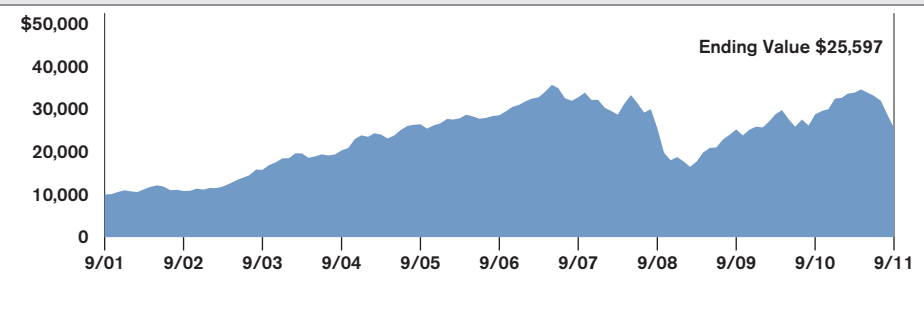
	Third Quarter 2011	YTD	1 Year	3 Year	5 Year	10 Year	Since Inception (6/30/93)
<b>RS Value Fund, Class A</b>							
without sales charge	-22.61%	-21.15%	-10.98%	0.10%	-2.16%	9.86%	5.39%
with sales charge (max 4.75%)	-26.30%	-24.89%	-15.19%	-1.52%	-3.11%	9.32%	5.11%
<b>Russell Midcap® Value Index<sup>1</sup></b>	-18.46%	-13.01%	-2.36%	1.98%	-0.84%	7.54%	9.50%

Performance returns for periods of less than one year are not annualized.

Performance quoted represents past performance and does not guarantee future results. Investment return and principal value will fluctuate, so shares, when redeemed, may be worth more or less than their original cost. Please keep in mind that any high double-digit returns are highly unusual and cannot be sustained. The Fund's total gross/net annual operating expense ratio as of the most current prospectus for the Class A Shares is 1.41%/1.31%. The net expense ratio reflects a written agreement with RS Investments which will continue through 4/30/12. Please refer to the most current Fund prospectus for complete details on expenses including fees. The performance quoted, "with maximum sales charge" reflects the current maximum sales charge of 4.75% that became effective on October 9, 2006. Please read the prospectus carefully for more information on sales charges as they do not apply in all cases and if applied are reduced for larger purchases. Certain share classes are subject to lower maximum sales charges whether paid at the time of purchase or deferred. A "deferred sales charge" also known as "back end load" or "CDSC" is incurred when liquidating an A share purchase over \$1 million, for example, before a specified holding period. Any sales charges are in addition to the fund's fees and expenses as detailed in the Fund's most current prospectus. Fees and expenses are factored into the net asset value of your shares and any performance numbers we release. Performance results assume the reinvestment of dividends and capital gains. Current and month-end performance information, which may be lower or higher than that cited, is available by contacting RS Investments at 800-766-3863 and is frequently updated on our Web site: [www.RSinvestments.com](http://www.RSinvestments.com).

### Growth of a \$10,000 Investment (Class A shares without sales charge)

9/30/01 - 9/30/11



This illustration is based on an initial investment of \$10,000 in Class A shares made on 9/30/01. The illustration represents those of Class A shares without the imposition of any sales charges. If sales charges were included, returns would be lower. Please keep in mind that high, double-digit and/or triple-digit returns are highly unusual and cannot be sustained. Results are hypothetical.

Performance for other share classes will vary.

### Calendar-Year Total Return (%)

Class A

1994	1995	1996	1997	1998	1999	2000	2001	2002	2003
-5.52	30.86	21.68	-29.51	-32.69	38.31	10.30	-8.25	1.38	65.98
2004	2005	2006	2007	2008	2009	2010			
29.31	11.67	16.37	3.76	-41.73	38.01	25.47			

Please note: High, double-digit and/or triple-digit returns are highly unusual and cannot be sustained. Investors should be aware that these returns were primarily achieved during favorable market conditions.

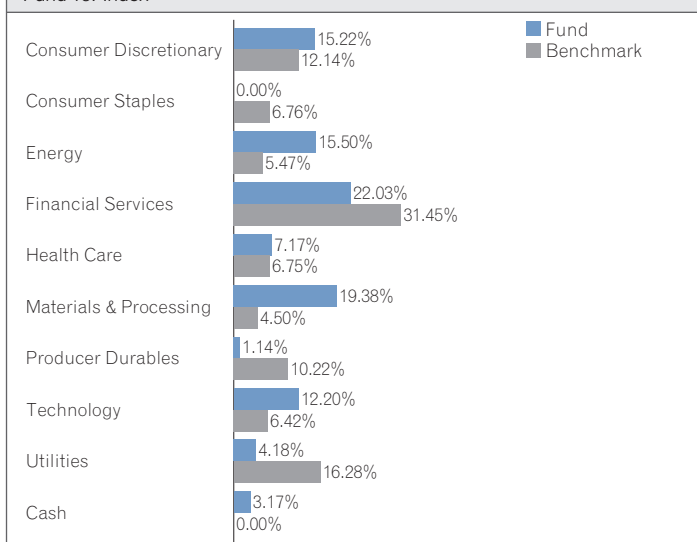
Returns represent those of Class A shares at net asset value, without the imposition of any sales charges but with dividends and capital gains reinvested from each time period. If sales charges were included, returns would be lower. Performance for other share classes will vary. This information is provided to assist you in assessing the risks of investing in the Fund and to demonstrate how the Fund's performance varies from year to year.

## Portfolio Information

Top Ten Holdings <sup>4</sup>	
FMC Corp.	4.58%
Activision Blizzard, Inc.	4.54%
GameStop Corp., Class A	4.47%
Calpine Corp.	4.19%
Southwestern Energy Co.	4.18%
Symantec Corp.	4.13%
Martin Marietta Materials, Inc	4.11%
Aflac, Inc.	3.92%
Warner Chilcott PLC, Class A	3.66%
Talisman Energy, Inc.	3.61%
<b>Total</b>	<b>41.40%</b>

## Sector Allocation<sup>5</sup>

Fund vs. Index<sup>‡</sup>



<sup>‡</sup>Russell Midcap<sup>®</sup> Value Index

Fund Data vs Benchmark		
	Fund	Russell Midcap <sup>®</sup> Value Index
Weighted Average Market Capitalization	\$7,270(mil)	\$6,956(mil)
Alpha <sup>†*</sup>	-1.78	—
Beta <sup>†*</sup>	0.89	1.00
R <sup>2</sup> <sup>†*</sup>	0.94	1.00
Information Ratio <sup>†*</sup>	-0.29	—
Sharpe Ratio <sup>*</sup>	—	0.07
R <sup>2</sup> <sup>†*</sup> to S&P 500	0.92	—
Portfolio Turnover Ratio - Most Recent Annual	51	—
Number of Positions	30	—
Assets	\$1,399,531,109	—

<sup>†</sup>Risk characteristics are relative to the Russell Midcap<sup>®</sup> Value Index as of 9/30/11, and for the three-year period where appropriate. Please see below for more information on data measurement explanations.

**1** The Russell Midcap<sup>®</sup> Value Index is an unmanaged market-capitalization weighted index that measures the performance of those companies in the Russell Midcap Index with lower price-to-book ratios and lower forecasted growth values. (The Russell Midcap Index measures the performance of the 800 smallest companies in the Russell 1000 Index, which consists of the 1,000 largest U.S. companies based on total market capitalization.) Index results assume the reinvestment of dividends paid on the stocks constituting the index. You may not invest in the index, and, unlike the Fund, the index does not incur fees and expenses.

**2** An expense limitation with respect to the Fund's Total Annual Operating Expenses is imposed pursuant to a written agreement with RS Investments which is in effect through April 30, 2012. "Net Expenses" reflect the effect of this expense limitation on Total Annual Fund Operating Expenses.

**3** An expense limitation with respect to the Fund's Total Annual Fund Operating expenses (excluding expenses indirectly incurred by the Fund through investments in pooled investment vehicles, interest, taxes and extraordinary expenses) is imposed pursuant to a written agreement with RS Investments to limit the Fund's Total Annual Operating Expenses to 0.98% for Class Y shares. This limitation will continue through April 30, 2012, at which time RS Investments will determine whether or not to renew or revise it.

**4** Portfolio holdings are subject to change and should not be considered a recommendation to buy or sell individual securities.

**5** The Fund's holdings are allocated to each sector based on their Russell classification. If a holding is not classified by Russell, it is assigned a Russell designation by RS Investments. Cash includes short-term investments and net other assets and liabilities.

\* Alpha (annualized) is a statistical measurement used to quantify the value added or subtracted by a portfolio manager. Specifically, alpha measures the portfolio's actual return against the portfolio's expected return given the risk of the portfolio as defined by its beta.

\* Beta is a statistical measurement of a portfolio's relative sensitivity to the benchmark, which acts as a proxy for market risk. The beta between a portfolio and its benchmark is the amount of units the portfolio will move when the benchmark moves one unit.

\* R<sup>2</sup> is a statistical measurement that shows the percentage of a portfolio's movements that can be explained by the movement in the benchmark. The numerical value of a portfolio's R<sup>2</sup> is always between 0 and 1. An R<sup>2</sup> of 1 (or 100%) means that there is perfect correlation in the movement between the portfolio and the benchmark.

\* Information Ratio is a measure of the value added per unit of active risk by a manager over the benchmark. The Information Ratio is calculated by dividing the annualized excess return over a benchmark by the annualized standard deviation of excess return.

\* Sharpe Ratio is a statistical measurement of the risk-adjusted performance of the portfolio. The ratio is calculated by dividing a portfolio's excess return over the risk-free rate (generally a 3-month T-bill) by the standard deviation of its excess returns. This approximates a portfolio's reward per unit of risk.

**RS Funds are sold by prospectus only. You should carefully consider the investment objectives, risks, charges and expenses of the RS Funds before making an investment decision. The prospectus contains this and other important information. Please read it carefully before investing or sending money. A prospectus can be obtained by calling 800-766-3863 or by visiting [www.RSinvestments.com](http://www.RSinvestments.com).**

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