

Part B  
STATEMENT OF ADDITIONAL INFORMATION  
May 1, 2019

This Statement of Additional Information ("SAI") is not a prospectus but should be read in conjunction with the Fund's current prospectus dated May 1, 2019. This SAI incorporates by reference the Fund's Annual Report to Shareholders for the fiscal year ended December 31, 2018, which was filed with the Securities and Exchange Commission on March 11, 2019. To obtain a free copy of the Prospectus or Annual Report, please write or call the Fund at the address or phone number listed above.

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#### FUND HISTORY

MATTHEW 25 FUND (also referred to as the "Fund") was incorporated in Pennsylvania on August 28, 1995. The initial seed money of \$100,000 was invested by Mark and Ann Mulholland on October 16, 1995. The Fund did not accept investments from the public until October 1996 and has operated solely as an Investment Company since inception. In 2012, following a shareholder vote, the Fund changed its structure from a corporation to a Pennsylvania Business Trust. The Fund's registered office is in Dresher, Pennsylvania; mail may be addressed as follows:

Matthew 25 Fund  
P.O. Box 2479  
Jenkintown, PA 19046

Mr. Mark Mulholland is President of the Fund. He has direct responsibility for the day to day management of the Fund, continued registration, and compliance with the Securities and Exchange Commission.

#### DESCRIPTION OF THE FUND AND ITS INVESTMENTS AND RISKS

Objective: Matthew 25 Fund ("the Fund") is an open-ended, non-diversified, investment company that seeks long-term capital appreciation, through investments in common stocks and/or securities convertible into common stocks. Income, through dividends or interest, will be a secondary objective. The Fund's investment objective is non-fundamental and can be changed without shareholder approval.

Security Selection Criteria: Criteria used by the Adviser in recommending purchases of securities will be based on the Business Economics, Management Quality, Financial Condition and Security Price of each business.

#### MORE ON RISKS OF SPECIFIC STRATEGIES OF THE FUND:

##### (a) U.S. Government and Agency Bonds

The adviser does not intend to invest in U.S. government bonds on a regular basis or for long periods of time. It does wish to have the authority to do so as a defensive strategy. There may be times when the returns on such bonds may be more attractive than the returns on money market or other short-term interest accounts. Also, due to drastic price changes in the stock or bond markets, there may be times the adviser would feel that the U.S. government or agency bonds offer a better return potential and/or lower risk scenario than stocks. Besides increasing the taxable income to the Fund's shareholders, there is historical evidence that bonds provide lower total returns than stocks over the long-term. In addition, there have been periods in the past, and very likely will be in the future, when the U.S. government and its agency's bonds have generated negative total rates of return. Therefore, in the event that the Fund uses such an investment strategy, it will likely be used for a short or intermediate period.

##### (b) Special Situation Investments

The Fund may invest in special situations, such as the fixed income securities of a company in default. These securities would include secured or unsecured bonds, and preferred stocks. These defaults occur when a company misses a payment on its fixed income securities and may be under protection of Chapter 11 bankruptcy proceedings. Such investments, when made, are consistent with the Fund's goal of long-term capital appreciation, and satisfy the adviser's criteria of market price sufficiently below estimated fair value. Such investments should be seen as an equity

substitute and not as a standard fixed income investment. These securities are considered more risky than investments in companies with higher credit ratings, and may be less liquid. The adviser will select defaulted stocks and bonds of companies he believes will survive, and successfully restructure its defaulted securities, so that the value of these fixed income securities may increase in price as a result of such restructuring. Further deterioration in the operating business of the company in default or an incorrect valuation by the adviser may lead to a loss of money for these special situation investments.

The securities of companies in default appear to be very risky, however, its securities may offer very low long-term price risk, with high reward potential. An example would be a viable operating company, with too much debt so that it is forced to file for Chapter 11 Protection in order to restructure its excessive debt load. Through its research, the adviser feels the debt will only receive 10 cents on the dollar, however, some of its debt, in the form of public bonds, trades at 2-5 cents on the dollar. Depending on the confidence of its analysis and its estimation of the length of time for reorganization, the adviser may wish to invest in the defaulted bonds. Such special situation investments may have large spreads in the buy and sell price of its securities due to low liquidity and thus, may be more expensive to trade than a more liquid security. These investments are made for a specific price target, therefore, if achieved, will be sold, increasing the portfolio turnover. This turnover may increase the fund's costs due to the costs of selling, and potential taxes for the Fund's shareholders. There is greater time risk in these securities because the upside values are usually limited, to face value or less, therefore the rate of return declines the longer it takes for restructuring or receipt of back payments.

(c) Foreign securities

The Fund will usually limit its foreign investments to foreign companies that trade on U.S. exchanges or over the counter markets. Such companies will comply and register with the U.S. Securities and Exchange Commission. There may be less public information about a foreign company and the adviser may not be able to understand the company as well as a domestic company due to language and cultural barriers. Foreign investments may have added risks due to currency rates, expropriation, confiscating taxes, or political instability.

(d) Exchange-Traded Fund positions: The Fund may invest a portion of its assets in ETFs. If and when the Fund invests in ETFs, the Fund will indirectly bear its proportionate share of any expenses (such as operating expenses and advisory fees) that may be paid by certain of the ETFs in which it invests. These expenses would be in addition to the advisory and other expenses that the Fund bears in connection with its own operations. The Fund will also incur brokerage costs when it purchases ETFs. Investments in certain ETFs also may be subject to substantial regulation, including potential restrictions on liquidity and potential adverse tax consequences if the ETFs do not meet certain requirements. Correlation risk is the risk that the performance of an ETF may not completely replicate the performance of the underlying index or investment benchmark. A number of factors may affect an ETF's ability to achieve a high degree of correlation with its benchmark, including fees, expenses, transaction costs, disruptions or illiquidity in the markets for the securities or financial instruments in which the ETF invests, among other things. There can be no guarantee that an ETF will achieve a high degree of correlation. Failure to achieve a high

degree of correlation may prevent the Fund from achieving its investment objective. In addition the underlying assets of an ETF may decline in value which would have an adverse effect on the performance of the Fund.

#### GENERAL RISKS OF THE FUND:

As stock prices may fluctuate, so may the Fund's share price fluctuate within a wide range, so that an investor could lose money over a period of time. Since the Fund invests a higher percentage of assets in fewer holdings than the average stock fund does, the Fund is subject to the risk of underperformance, due to weakness in one or a few of its stocks.

Risks associated with the Fund's performance will be those due to broad market declines and business risks from difficulties which occur to particular companies while in the Fund's portfolio. It must be realized, as is true of almost all securities, there can be no assurance that the Fund will obtain its ongoing objective of capital appreciation.

**Portfolio Turnover Policy:** The Fund does not propose to purchase securities for short-term trading in the ordinary course of operations. Accordingly, it is expected that the annual turnover rate will not exceed 50%, wherein turnover is computed by dividing the lesser of the Fund's total purchases or sales of securities within the period of the average monthly portfolio value of the Fund during such period. High portfolio turnover involves correspondingly greater expenses to the Fund, including brokerage commissions and other transaction costs on the sale of securities and reinvestments in other securities. Such sales also may result in adverse tax consequences to the Fund's shareholders. The trading costs and tax effects associated with portfolio turnover may adversely affect the Fund's performance. The portfolio turnover rates for the Matthew 25 Fund for the two years ended December 31, 2018 and 2017 were 24.55% and 10.87% , respectively. There may be times when management deems it advisable to substantially alter the composition of the portfolio, in this event, the portfolio turnover rate might exceed 50%; this would only result from special circumstances and not from the Fund's normal operations.

**Non-diversification Policy:** The Fund is classified as non-diversified, which means that it may invest a relatively high percentage of its assets in the obligations of a limited number of issuers. The Fund, therefore, may be more susceptible than a more widely diversified fund to any single, economic, political, or regulatory occurrence. The policy of the Fund, in the hope of achieving its objective as stated above, is, therefore, one of selective investments rather than broad diversification. The Fund seeks only enough diversification for adequate representation among what it considers to be the best performing securities and to maintain its federal non-taxable status under Sub-Chapter M of the Internal Revenue Code.

#### ADDITIONAL FUND POLICIES

By-laws of the Fund provide the following fundamental investment restrictions; The Fund may not, except by the approval of a majority of the outstanding shares; i.e. a) 67% or more of the voting securities present at a duly called meeting, if the holders of more than 50% of the outstanding voting securities are present or represented by proxy, or b) of more than 50% of the outstanding voting securities, whichever is less:

(a) Act as underwriter for securities of other issuers except insofar as the Fund may be deemed an underwriter in selling its own portfolio securities.

(b) Borrow money or purchase securities on margin, but may obtain such short term credit as may be necessary for clearance of purchases and sales of securities for temporary or emergency purposes in an amount not exceeding 5% of the value of its total assets.

(c) Sell securities short.

(d) Invest in securities of other investment companies except as part of a merger, consolidation, or purchase of assets approved by the Fund's shareholders. However, the Fund may invest in exchange-traded funds (ETFs) regardless if the ETF is structured as an investment company, trust or partnership.

(e) Invest over 25% of its assets at the time of purchase in any one industry.

(f) Make investments in commodities, commodity contracts or real estate although the Fund may purchase and sell securities of companies that deal in real estate or interests therein.

(g) Make loans. The purchase of a portion of a readily marketable issue of publicly distributed bonds, debentures or other debt securities will not be considered the making of a loan.

(h) Acquire more than 10% of the securities of any class of another issuer, treating all preferred securities of an issuer as a single class and all debt securities as a single class, or acquire more than 10% of the voting securities of another issuer.

(i) Invest in companies for the purpose of acquiring control.

(j) The Fund may not purchase or retain securities of any issuer if those officers and trustees of the Fund or its Investment Adviser owning individually more than 1/2 of 1% of any classes of security or collectively own more than 5% of such class of securities of such issuer.

(k) Pledge, mortgage or hypothecate any of its assets.

(l) Invest in securities, which may be subject to registration under the Securities Act of 1933 prior to sale to the public or which are not at the time of purchase readily salable.

(m) Invest more than 5% of the total Fund assets, taken at market value at the time of purchase, in securities of companies with less than three years' continuous operation, including the operations of any predecessor.

(n) Issue senior securities.

#### PORTFOLIO HOLDINGS

The Fund is required to include a schedule of portfolio holdings in its annual and semi-annual reports to its shareholders. These reports are sent to shareholders within 60 days of the end of the second and fourth fiscal quarters and are filed with the Securities and Exchange Commission (the "SEC") on Form N-CSR. The Fund is also required to file a schedule of portfolio holdings with the SEC on Form N-Q within 60 days of the end of the first and third fiscal quarters. The Fund will provide a copy of the complete schedule of portfolio holdings as filed with the SEC, upon request. This policy is applied uniformly to all requesters, without regard to the type of requesting investor (i.e., regardless of whether the requester is an individual or institutional investor).

The portfolio holdings disclosure policy provides that the Fund will periodically disclose non-public portfolio holdings on a confidential basis to various service providers that require such information in order to assist the Fund in its day-to-day operations.

Type of Service Provider	Name of Service Provider	Disclosure Frequency and Lag Time
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Transfer Agent	Mutual Shareholder Services	Daily - no lag time
Custodian	U.S. Bank, N.A	Daily - no lag time
Investment Adviser	Matthew 25 Management Corp	Daily - no lag time
Independent Registered Public Accounting Firm Sanville & Company		As Needed-no lag time

The Fund's President or Chief Compliance Officer are authorized to release the Fund's portfolio according to the schedule above. The Board of Trustees and Management of the Fund have determined that the above portfolio release policy is in the best interest of the Fund's shareholders. Additionally, any conflicts of interest with regards to this policy are appropriately addressed by the Board and Fund management.

#### MANAGEMENT OF THE FUND

The business of the Fund is managed under the direction of its Board of Trustees and Officers. The Board of Trustees selects and approves the investment adviser and any officers necessary to conduct the business of the Fund. The Board of Trustees and Officers, when acting in such capacities, shall not be subject to any personal liability except for his or her own bad faith, willful misfeasance, gross negligence or reckless disregard of his or her duties.

The following provides an over-view of the considerations that led the Board to conclude that each individual currently serving as a trustee should serve as a trustee. Each Trustee's substantial professional accomplishments and experience were a significant factor in the determination that the individual should serve as a Trustee.

Steven D. Buck, Esq. Mr. Buck has over 25 years of experience as an attorney focusing on business transactions. He is a successful investor. Along with his legal, business and investment experience Mr. Buck contributes his intelligence, integrity and independent thinking to the board of trustees.

Philip J. Cinelli, D.O. Dr. Cinelli has been a family physician for over 25 years and is in charge of a significant medical practice. He is also a long-term, successful investor. Dr. Cinelli brings solid business judgment, integrity and common sense to the board of trustees.

Samuel B. Clement. Mr. Clement has been a stock broker for over 30 years. He has significant experience as an investor and is a seasoned owner of stocks. Mr. Clement's strengths are risk and qualitative analysis of public companies and markets. He is candid and has a keen sense of judgment along with surety in his decision making process.

Linda Guendelsberger, CPA, MST. Ms. Guendelsberger is the founding and managing partner of LG Legacy Group, LLC, a full-service CPA firm specializing in tax services for high net worth individuals and businesses. She has over 30 years of experience as a tax and accounting professional. She has excellent business judgment and the ability to ask hard questions. She is a successful long-term investor. Besides offering her insights on accounting and tax considerations, Ms. Guendelsberger is a person of high character and independent thinking.

Mark Mulholland. Mr. Mulholland has over 30 years of experience in the securities industry. He is a long-term investor and one of the founders of this mutual fund.

Scott A. Satell. Mr. Satell has over 20 years of experience as a manufacturers' representative and as a business owner. He is honorable, clear thinking and possesses practical business judgment. Mr. Satell has wide experience in manufacturing, marketing and retail and is always willing to contribute his insights to the board.

The following table shows the officers and trustees with their ages, addresses, positions at the Fund, principal occupations during the past five years, and any other trusteeships held by the Trustee or Officer. The Trustees and Officers are elected on an annual basis, and each of the trustees has served in their current positions since July 8, 1996.

INDEPENDENT TRUSTEES

Name and Fund Position	Age	Principal Occupation	Other
		Past Five Years	Trusteeships Held by Trustee
Philip J. Cinelli, D.O. Trustee	58	Physician in Family Practice Bangor, PA	None
Samuel B. Clement Trustee	61	Stockbroker Securities America Brokerage Firm) Berwyn, PA	None
Linda Guendelsberger, MST Trustee and Secretary	59	Partner LG Legacy Group, LLC Dresher, PA Partner WeiserMazars LLP Horsham, PA	None
Scott A. Satell  Trustee	56	President of SAS 66 Enterprises, LLC Principal, BPI (Manufacturer's Rep) Conshohocken, PA	None

INTERESTED TRUSTEES

Name and Fund Position	Age	Principal Occupation	Other
		Past Five Years	Trusteeships Held by Trustee
Steven D. Buck, Esq.* Trustee	59	Attorney and Shareholder Stevens & Lee (Law Firm) Reading, PA	None

Mark Mulholland*	59	President Matthew 25 Fund President Matthew 25 Management Corp. Stockbroker Boenning & Scattergood Dresher, PA	None
Trustee and President			

\* Trustees of the Fund who would be considered "interested persons" as defined by the Investment Company Act of 1940. Mark Mulholland is an interested person insofar as he is President and owner of the Fund's Investment Adviser. Mr. Buck is not an independent trustee as long as he or his law firm provides legal advice to the Fund for compensation.

Lesley A. Buck is the Chief Compliance Officer of the Matthew 25 Fund and is the sister of Steven D. Buck, Trustee of Matthew 25 Fund. There is no economic relationship between Ms. Buck and her brother.

OFFICERS WHO ARE NOT TRUSTEES

Name and Fund Position	Age	Principal Occupation Past Five Years
Lesley A. Buck, MEd. CCO	52	Tax Research Analyst Vertex, Inc.  Chief Compliance Officer Matthew 25 Fund and Matthew 25 Management Corp. Dresher, PA
Ann Mulholland, MST Treasurer	59	Treasurer Matthew 25 Fund Dresher, PA

Management Ownership: Trustees and Officers of the Fund and their ownership of the Fund, as of December 31, 2018, are as follows:

Name	Fund Shares Owned 12/31/18	Dollar Range of Equity Ownership of Fund 12/31/18	Percent of class
Philip J. Cinelli, D.O	48,923	Over \$1,000,000	0.39%
Samuel B. Clement	4	\$0 - \$10,000	0.00%
Linda Guendelsberger, CPA	38,958	\$500,001 - \$1,000,000	0.31%
Scott A. Satell	30,365	\$500,001 - \$1,000,000	0.24%
Steven D. Buck, Esq.*	29,586	\$500,001 - \$1,000,000	0.24%



Mark Mulholland*	612,595	Over \$1,000,000	4.94%
Lesley A. Buck	17,783	\$500,001 - \$1,000,000	0.14%

\* Trustees of the Fund who would be considered "interested persons" as defined by the Investment Company Act of 1940. Mark Mulholland is an interested person insofar as he is President and owner of the Fund's Investment Adviser. Mr. Buck is not an independent trustee as long as he or his law firm provides legal advice to the Fund for compensation. Additionally, Mr. Buck's sister Lesley Buck is the Chief Compliance Officer of the Matthew 25 Fund.

\*\* Mark & Ann Mulholland, who are spouses, own 502,772 shares jointly, 16,054 in Ann's IRA, 66,012 in Mark's IRA, and 27,757 in Mark's 401k.

Neither the Trustees who are "not interested" persons of the Fund, as that term is defined in the 1940 Act, nor members of their immediate family, own securities beneficially or of record in Matthew 25 Management Corp. - the Investment Adviser, or any affiliate of Matthew 25 Management Corp.

Neither the Trustees who are "not interested" persons of the Fund, as that term is defined in the 1940 Act, nor members of their immediate family, have conducted any transactions, or series of transactions, in which the amount involved exceeds \$60,000 and to which the Fund or the Investment Adviser, or any of their affiliates, were a party.

#### COMMITTEES

The Registrant's entire Board of Trustees acts as the audit committee. The Board of Trustees has determined that the Registrant has at least two financial experts serving on its Board.

Mr. Mark Mulholland and Ms. Linda Guendelsberger are the Board's financial experts. Mr. Mulholland is an "interested" trustee, and Ms. Guendelsberger is an "independent" trustee.

The Audit Committee meets once a year, or more often as required, in conjunction with meetings of the Board of Trustees. The Audit Committee oversees and monitors the Fund's internal accounting and control structure, its auditing function and its financial reporting process. The Audit Committee recommends the appointment of auditors for the Fund. The Audit Committee also reviews audit plans, fees, and other material arrangements with respect to the engagement of auditors, including permissible non-audit services performed. It reviews the qualifications of the auditor's key personnel involved in the foregoing activities and monitors the auditor's independence. During the fiscal year ended December 31, 2018, the Audit Committee held two meetings.

#### COMPENSATION OF TRUSTEES

Each trustee except Mark Mulholland was paid \$650 per meeting attended, plus a flat fee of \$6,750 in 2018. For 2019, The Fund intends to pay \$650 per meeting attended plus a flat fee. Mark Mulholland will receive benefit from the investment advisory fees payable to Matthew 25 Management Corp. and therefore, will not be eligible to receive trustees' fees or salary as president as long as his firm acts as the Investment Adviser.

Name	Aggregate Compensation From Fund 2018	Pension or Retirement Benefits From Fund 2018	Total Compensation From Fund 2018
Philip J. Cinelli, D.O Trustee	\$ 9,350	\$0	\$9,350.00
Samuel B. Clement Trustee	\$10,000.00	\$0	\$10,000.00
Linda Guendelsberger, MST Trustee and Secretary	\$10,000.00	\$0	\$10,000.00
Ann Mulholland Treasurer	\$0	\$0	\$0.00
Scott A. Satell Trustee	\$10,000.00	\$0	\$10,000.00
Steven D. Buck, Esq.* Trustee	\$10,000.00	\$0	\$10,000.00
Mark Mulholland * Trustee and President	\$0	\$0	\$0.00

\* Trustees of the Fund who would be considered "interested persons" as defined by the Investment Company Act of 1940. Mark Mulholland is an interested person insofar as he is President and owner of the Fund's Investment Adviser. Mr. Buck is not an independent trustee as long as he or his law firm provides legal advice to the Fund for compensation. Additionally, Mr. Buck's sister Lesley Buck is the Chief Compliance Officer of the Matthew 25 Fund.

#### CODE OF ETHICS

Both the Fund and the Fund's Investment Adviser have adopted Codes of Ethics under rule 17j-1 of the Investment Company Act. These Code of Ethics describe rules and regulations for applicable personnel regarding personal investments in securities held within the Fund's portfolio. These Code of Ethics are on file with, and available from, the Securities and Exchange Commission.

#### PROXY VOTING

The Adviser provides a voice on behalf of shareholders of the Fund. The Adviser views the proxy voting process as an integral part of the relationship with the Fund. The Fund's Board of Trustees has delegated its authority to vote Fund proxies to the Adviser, subject to the Fund's proxy voting policies. It is the Adviser's policy to vote all proxies received by the Fund within a reasonable amount of time of receipt. Upon receiving each proxy the Adviser will review the issues presented and make a decision to vote for, against or abstain on each of the issues presented in accordance with the proxy voting guidelines that it has adopted. The Adviser will consider information from a variety of sources in evaluating the issues presented in a proxy. The Adviser will pay particular attention to two primary areas:

- (1) Accountability - Suitable procedures implemented to ensure that management of a company is accountable to its board of trustees and its board accountable to shareholders;
- (2) Alignment of Management and Shareholder Interests - the management and board of trustees share goals and mutual interest in the benefit of the company's shareholders.

In certain instances, a conflict of interest may exist between the Investment Adviser and the Matthew 25 Fund regarding certain proxy proposals. In such cases, the Adviser is committed to resolving the conflict in the best interest of the Matthew 25 Fund before he votes the proxy in question. Accordingly, if a conflict of interest exists, Mr. Mulholland will consult at least two Matthew 25 Fund Board Members to discuss the voting of the proxy.

The Adviser's duty is to vote in the best interests of the Fund's shareholders. The actual voting records relating to portfolio securities during the most recent 12 month period ended June 30 (starting with the year ending June 30, 2004) are available without charge, upon request by calling toll-free, 1-888-M25-FUND or by accessing the SEC's website at [www.sec.gov](http://www.sec.gov). In addition, a copy of the Fund's proxy voting policy and procedures are also available by calling 1-888-M25-FUND.

#### ANTI-MONEY LAUNDERING PROGRAM

The Fund has established an Anti-Money Laundering Compliance Program as required by the Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001 ("USA PATRIOT ACT"). To ensure compliance with this law, the Fund's Program provides for the development of internal practices, procedures and controls, designation of anti-money laundering compliance officers, an ongoing training program and an independent audit function to determine the effectiveness of the Program.

Procedures to implement the Program include, but are not limited to, determining that the Fund has established proper-anti-money laundering procedures, reporting suspicious and/or fraudulent activity and a complete and thorough review of all new opening account applications. The Fund will not transact business with any person or entity whose identity cannot be adequately verified under the provisions of the USA PATRIOT Act.

#### PRINCIPAL HOLDERS OF SECURITIES

Major Shareholders: As of December 31, 2018, shareholders on record who own 5% or more of the outstanding shares of the Fund are as follows:

Name	Address	Percentage ownership
Charles Schwab for the benefit of their customers		9.96%
National Financial Services for the benefit of their customers	New York, NY	37.64%
TD Ameritrade for the benefit of Their customers		5.22%

As of December 31, 2018 all Trustees and Officers of the Fund, as a group, owned 778,214 shares or 6.27% of the Fund's outstanding shares.

INVESTMENT ADVISER  
Matthew 25 Management Corporation

P.O. Box 2479  
Jenkintown, PA 19046

The Matthew 25 Management Corp. is the Investment Adviser to the Fund and has continued to provide this service since July 8, 1996. Mr. Mark Mulholland is the sole trustee and president of the Investment Adviser as well as serving as president of the Fund. As president of the investment adviser he has direct responsibility for the day-to-day management of the Fund's investment portfolio.

The current advisory agreement will continue on a year-to-year basis provided that approval is voted at least annually by the Fund's Board of Trustees or by majority vote of the outstanding voting securities of the Fund, but in either event; it must also be approved by a majority of the Fund's Trustees, who are neither parties to the agreement, nor interested persons as defined in the Investment Company Act of 1940. For the annual review of the Investment Advisory Agreement, the Board of Trustees receives information relating to 1) the terms and conditions of the agreement, including the nature of the services to be provided to the Fund by the Adviser, 2) investment performance information 3) cost of services to the Fund and profitability of the Advisor and 4) economies of scale with respect to the management of the Fund.

Under the Agreement, the Matthew 25 Management Corp., the Adviser, will have full discretion and responsibility for the investment decisions of the Fund. The Agreement may be terminated at any time, without payment of any penalty, by the Board of Trustees or by vote of a majority of the outstanding voting securities of the Fund, on not more than 60 days written notice to the Matthew 25 Management Corp. In the event of its assignment, the Agreement will terminate automatically. For these services the Fund has agreed to pay to Matthew 25 Management Corp. a fee of 1% per year on the average net assets of the Fund.

All fees are computed and accrued on the daily closing net asset value of the Fund and are payable monthly. The Investment Adviser would forgo sufficient fees to hold the total expenses of the Fund to less than 2% of the first \$10 million in averaged assets and 1.5% of the next \$20 million. The Board of Trustees selected these ratios because they are believed to meet the most restrictive state requirements.

Pursuant to its contract with the Fund, the investment adviser is required to pay all costs of travel and materials required in its research; this is so that the adviser may fulfill its duty to buy, sell and hold securities, that the adviser deems to best satisfy the Fund's investment requirements. The adviser is to pay the salaries of the Fund's officers, trustees or employees who are employees of the investment adviser. The Fund pays the

expenses to operate as a Registered Investment Company, including but not limited to the following:

- . audit fees
- . bookkeeping and record maintenance
- . brokerage commissions
- . custodian fees
- . trustees' fees
- . insurance
- . interest
- . legal fees
- . operating its offices
- . registration and compliance
- . taxes
- . transfer agent fees

Advisory Fees: The advisory fees to the current adviser, for the last three years, are as follows:

YEAR	ADVISORY FEE	AMOUNT WAIVED	NET ADVISORY FEE
2016	\$3,927,813	\$ 0	\$3,927,813
2017	\$3,995,380	\$ 0	\$3,995,380
2018	\$3,757,076	\$ 0	\$3,757,076

#### OTHER SERVICE PROVIDERS

##### TRANSFER AGENT

Mutual Shareholder Services, LLC  
8000 Town Centre Drive, Suite 400  
Broadview Heights, OH 44147

##### INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The firm of Sanville & Company, 1514 Old York Road, Abington, PA 19001, has been selected as Independent Registered Public Accounting Firm for the Fund for the past nineteen years ended December 31, 2018. Sanville & Company performs an annual audit of the Fund's financial statements.

##### CUSTODIAN

U.S. Bank, N.A., 425 Walnut Street, 6th Floor, Cincinnati, OH 45202 has been selected to act as Custodian of the Fund's investments. The custodian safe keeps the portfolio securities and investments, collects income, disburses funds as instructed, and maintains records in connection with its duties.

##### PORTFOLIO MANAGER

Matthew 25 Management Corp. is the sole Adviser to the Matthew 25 Fund, and Mark Mulholland is the sole portfolio manager. Mr. Mulholland's compensation is paid by the Management Corp., and is set forth by the owners and directors of the Matthew 25 Management Corp. Because Mr. Mulholland and his wife are the sole owners of the Adviser, his salary is determined by the Adviser's profitability. Mr. Mulholland's income will likely be affected by

appreciation and depreciation of the portfolio's securities, as well as the purchase and redemption of shares by the Fund's shareholders. These actions affect the net assets of the Fund and thus the advisory fees paid to the adviser.

Mr. Mulholland is not a portfolio manager for any other accounts. However, Mr. Mulholland is a stockbroker with Boenning & Scattergood, Inc. Mr. Mulholland is the broker of record for 106 non-discretionary brokerage accounts with approximately \$87 million in assets.

During the previous 5 years ended 12/31/2018, the Fund placed 3 portfolio trades through Boenning and Scattergood, for which Mr. Mulholland received \$0 commission. Mr. Mulholland does receive commissions when placing trades through Boenning & Scattergood for his Boenning & Scattergood clients. Additionally, some of Mr. Mulholland's Boenning & Scattergood clients may buy the same securities that are in the Fund's portfolio, sometimes on the same day as the Fund.

As of December 31, 2018 Mark Mulholland (and his wife) beneficially own 612,595 shares or \$ 14,071,307 of the Matthew 25 Fund.

#### BROKERAGE

The Fund requires all brokers to effect transactions of portfolio securities in such a manner as to get prompt execution of the orders at the most favorable price. The Fund will place all orders for purchases and sales of its portfolio securities through the Fund's President who is answerable to the Fund's Board of Trustees. In accordance with Rule 17E-1, if the Fund's President is also a registered representative of a New York Stock Exchange or NASDAQ Member Firm, he may place orders through his concern at as low commission rates as possible but never to exceed rates that are higher than would be available through any other national brokerage firm. The Trustees will review each transaction when a commission is generated at a brokerage firm that is affiliated with the Fund's President or Adviser and determine if the commission paid appears reasonable. In the event that the Board determines that any or all of the commissions paid are higher than what they determine as reasonable, then the Board will reduce the fees paid to the Adviser by an amount equal to the commissions deemed unreasonable. This review must be done at least quarterly. The Fund's President may select other brokers whom in addition to meeting the primary requirements of execution and price, have furnished statistical or other factual information and services, which, in the opinion of management, are helpful or necessary to the Fund's normal operations. No effort will be made in any given circumstances to determine the value of these services or the amount they might have reduced adviser expenses.

Other than as set forth above, the Fund has no fixed policy, formula, method or criteria which it uses in allocating brokerage business to brokers furnishing these materials and services. The Board of Trustees will evaluate and review the reasonableness of brokerage commissions paid to brokers not affiliated with the President or Adviser at least semiannually.

Mark Mulholland is a stockbroker with Boenning & Scattergood, Inc. and has been since July 8, 1996. The following table shows the commissions paid by the Fund, to Boenning & Scattergood for the most recent five fiscal years.

YEAR	BOENNING & SCATTERGOOD COMMISSIONS
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2014	\$	0
2015	\$	86
2016	\$	1
2017	\$	0
2018	\$	0

The total brokerage commissions paid in 2018 equaled \$ 51,580. The following table details all commissions paid for the most recent five fiscal years.

Year	Total Commissions Paid	Commissions Paid to B&S	Percentage of Commissions Paid to B&S	Percentage of Trade amounts made through B&S
-----	-----	-----	-----	-----
2014	\$ 79,219	\$ 0	0.00%	0.00%
2015	\$102,014	\$ 86	0.08%	0.00%
2016	\$ 50,191	\$ 1	0.00%	0.00%
2017	\$ 32,928	\$ 0	0.00%	0.00%
2018	\$ 51,580	\$ 0	0.00%	0.00%

#### CAPITALIZATION

**Description of Common Stock:** The authorized capitalization of the Fund consists of 100,000,000 shares of common stock. The par value per share is set at \$0.01 and each share has equal dividend, distribution and liquidation rights. There are no conversion or pre-emptive rights applicable to any shares of the Fund. All shares issued are fully paid and non-accessible.

**Voting Rights:** Each holder of the Fund's common stock has one vote for each share held and fractional shares will have an equivalent fractional vote. Voting rights are non-cumulative, which means that the holders of a majority of shares of common stock can elect all trustees of the Fund if they so choose, and the holders of the remaining shares will not be able to elect any person as a trustee.

#### PURCHASE OF SHARES AND REINVESTMENTS

The offering price of the shares offered by the Fund is at the Net Asset Value per share ("NAV") next determined after receipt of the purchase order, by the Fund. The Fund reserves the right, at its sole discretion, to terminate the offering of its shares made by this Prospectus at any time and to reject purchase applications when, in the judgment of management such termination or rejection is in the best interests of the Fund.

**Initial Investments:** Initial purchase of shares of the Fund may be made only by application submitted to the Fund with a check, money order or transfer wire made payable to the Matthew 25 Fund, or through a brokerage firm or other financial institution that has agreed to sell the Fund's shares. The minimum initial purchase, of shares, is \$10,000; less may be accepted under special circumstances. The Fund is eligible for sale in most states. There will be no solicitation of other states' residents as potential shareholders until registration under the Blue Sky or Notification Laws of such states have been met.

In compliance with the USA Patriot Act of 2001, please note that the Transfer Agent will verify certain information on your account application

as part of the Fund's Anti-Money Laundering Program. As requested on the application, you should supply your full name, date of birth, social security number and permanent street address. Mailing addresses containing a P.O. Box will not be accepted.

**Subsequent Purchases:** Subsequent purchases may be made by mail or by phone and are due and payable three business days after the purchase date. The minimum is \$100, but less may be accepted under special circumstances.

**Automatic Investment Plan:** The Automatic Investment Plan allows shareholders to purchase Fund shares on at least a monthly basis. Investments are made by authorizing the Fund to automatically deduct a dollar amount from the shareholders bank or money market account, and invest that dollar amount in Fund shares. To participate in this program, an Automatic Investing Form (which is available by contacting the Fund) must be completed and signed.

**Reinvestments:** The Fund will automatically retain and reinvest dividends and capital gain distributions. Reinvestment, for the shareholder, will be at net asset value on the close of business on the distribution date. A Shareholder may at any time, by letter or forms supplied by the Fund, direct the Fund to pay the dividends and/or capital gains distributions to the shareholder in cash.

**Fractional Shares:** Shares will be issued up to three decimal places.

**Investments Made Through Financial Services Agents:**

If you invest through a financial services agent (rather than directly with the Fund), the policies and fees may be different than those described here. Financial advisers, financial supermarkets and other financial services agents may charge transaction and other fees and may set different minimum investments or limitations on buying or selling shares. Consult a representative of your financial services agent if you have any questions. Your financial services agent is responsible for transmitting your orders in a timely manner.

**Purchases and Sales Through Broker Dealers:**

The Fund has authorized one or more brokers to accept on its behalf purchase and redemption orders. Such brokers are authorized to designate other intermediaries to accept purchase and redemption orders on the Fund's behalf. The Fund will be deemed to have received a purchase or redemption order when an authorized broker or, if applicable, a broker's authorized designee, accepts the order. Customer orders will be priced at the Fund's NAV next computed after an authorized broker accepts them, or the broker's authorized designee.

#### OFFERING PRICE

#### NET ASSET VALUE CALCULATION

The Net Asset Value (NAV) of the Fund's shares is determined as of the close of business of the New York Stock Exchange ("NYSE") for each business day of which the NYSE is open (presently 4:00 PM Monday through Friday). This, of course, is exclusive of any and all legal holidays the NYSE so honors by being closed for the day. The NAV of the Fund is determined by dividing the market values of its securities, plus any cash and other assets, less all liabilities excluding par and surplus capital, by the number of shares outstanding. The market values, for securities listed on a national or



regional exchange or on the National Association of Securities Dealers Automated Quotation (NASDAQ) market, are determined by the closing prices on the securities' primary market. Exchange or NASDAQ securities that have not recently traded are valued at the last bid price in the securities' primary market. Short-term paper (debt obligations that mature in less than a year) are valued at amortized cost that approximates market value. The Fund may use fair value pricing only when market prices are unavailable.

An example of how the Fund calculated its offering price per share as of December 31, 2018 is as follows:

Net Assets ----- Shares Outstanding	=	Net Asset Value (NAV) per share
285,009,590 ----- 12,405,450	=	22.97

#### REDEMPTION IN KIND

The Fund intends to make payments for redemptions in cash, however, the Fund reserves the right to make payments in kind.

#### FREQUENT PURCHASE AND REDEMPTION OF FUND SHARES

The Fund is intended for use as a long-term investment vehicle. Long-term, as defined by management, is at least three years. The Fund is not intended to provide a means of speculating on short-term market movements. Frequent short-term trades by investors have the potential to make the Fund more difficult to manage efficiently, could impose additional brokerage or administrative costs on the Fund, may create unplanned tax burdens for some shareholders, and may dilute the value of Fund shares held by long-term investors. The Fund does not have any arrangements with any person to permit frequent purchases and redemptions of their shares. The Fund encourages long-term investing, and if a shareholder redeems shares, the Fund may take reasonable action in response, up to and including the limitation, suspension, or termination of a shareholder's purchase privileges. It may not be feasible for the Fund to prevent or detect every potential instance of short-term trading.

The Board of Trustees has adopted these policies and procedures with respect to frequent purchases and redemptions of Fund shares by Fund shareholders. To discourage short-term trades by investors, and to compensate the Fund for costs that may be imposed by such trades, the Fund will impose a redemption fee of 2.00% of the total redemption amount (calculated at market value) if you sell your shares after holding them for 365 days or less. The redemption fee is paid directly to the Fund and is designed to offset transaction costs and to protect the Fund's long-term shareholders. The Fund will use the "first-in, first-out" (FIFO) method to determine the 365 day holding period. The redemption fee does not apply to shares purchased through reinvested distributions. The Fund reserves the right to waive redemption fees for certain accounts that have proven to be long-term shareholders.

The Fund reserves the right to reject any purchase at any time.

#### TAX STATUS

Under provisions of the Internal Revenue Code of 1986 as amended, the Fund, by paying out substantially all of its investment income and realized capital gains, has been and intends to continue to be relieved of federal income tax on the amounts distributed to shareholders. In order to qualify as a "regulated investment company" under Internal Revenue Code, at least 90% of the Fund's income must be derived from dividends, interest and gains from securities transactions and no more than 50% of the Fund's assets may be in security holdings that exceed 5% of the total assets of the Fund at the time of purchase.

Distributions properly designated by the Fund as representing the excess of net long-term capital gains over net short-term capital loss are taxable to the shareholder as long-term capital gains, regardless of the length of time Fund shares have been held. Dividends received shortly after purchase of shares by an investor will have the effect of reducing the per share net asset value of his shares by the amount of such dividends or distributions and, although in effect a return of capital, are subject to federal income taxes.

The Fund is required by federal law to withhold a percentage of reportable payments (which may include dividends, capital gains, distributions and redemptions) paid to shareholders who have not complied with IRS regulations. In order to avoid this withholding requirement, you must certify on tax Form W-9 supplied by the Fund that your Social Security or Taxpayer Identification Number provided is correct and that you are not currently subject to back-up withholding, or that you are exempt from back-up withholding.

Individual Retirement Account: Persons who earn compensation and their spouses may establish Individual Retirement Accounts (IRA) using Fund shares. Annual contributions may or may not be tax deductible from gross income. Qualification and deduction of contributions should be determined after consulting a tax adviser. Earnings within the IRA are reinvested and are tax-deferred until withdrawals begin. You may begin to make non-penalty withdrawals as early as age 59 1/2 or as late as age 70 1/2. Individuals may use the Fund for contributions to a traditional IRA, Roth IRA, Simplified Employee Pension (SEP) IRA, Simple IRA, or Education IRA.

U.S. Treasury Regulations require a Disclosure Statement. This Statement describes the general provisions of the IRA and is forwarded to all prospective IRA shareholders. There is an annual fee of \$8.00 charged for each IRA account. The Fund will pay the annual fee for accounts with a value of at least \$10,000. Accounts below \$10,000 in market value may be charged the \$8.00 fee. This will be decided on an annual basis by the Fund's Management or Trustees. When the Fund pays the annual IRA fees it will be part of the IRA expenses for the Fund.

#### PERFORMANCE DATA

The Fund's total returns are based on the overall dollar or percentage change in value of a hypothetical investment in the Fund, assuming all

dividends and distributions are reinvested. Average annual total return reflects the hypothetical annually compounded return that would have produced the same cumulative total return if the Fund's performance had been constant over the entire period presented. Because average annual total returns tend to smooth out variations in a Fund's returns, investors should recognize that they are not the same as actual year-by-year returns. Average annual return is based on historical earnings and is not intended to indicate future performance.

For the purpose of quoting and comparing the performance of a Fund to that of other mutual funds and to other relevant market indices in advertisements, performance will be stated in terms of average annual total return. Under regulations adopted by the Securities and Exchange Commission, the Fund's average annual total return quotations are calculated according to the formula below.

In calculating the ending redeemable value, all dividends and distributions by the Fund are assumed to have been reinvested at net asset value as described in the Prospectus on the reinvestment dates during the period. Additionally, redemption of shares is assumed to occur at the end of each applicable time period.

Average Annual Total Return

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$$P(1+T)^n = ERV$$

WHERE:

- P = a hypothetical initial payment of \$1,000
- T = average annual total return
- n = number of years
- ERV = ending redeemable value of a hypothetical \$1,000 payment made at the beginning of the 1-, 5-, or 10-year periods at the end of the 1-, 5-, or 10-year periods (or fractional portion). We have

additionally included data for the 15 Year period and the longevity of the Fund: 23 years.

Period	Initial Purchase	Average Annual Return	Ending Redeemable Value 12/31/2018
1 Year 12/31/17-12/31/18	\$1,000	-19.47%	\$805
5 Years 12/31/13-12/31/18	\$1,000	3.39%	\$1,182
10 Years 12/31/08-12/31/18	\$1,000	16.61%	\$4,650
15 Years 12/31/03-12/31/18	1,000	7.43%	\$2,930

23 Years                      \$1,000                      10.18%                      \$9,300  
 12/31/95-12/31/17

After tax returns are calculated using historical highest federal tax rates and do not reflect the impact of state and local taxes. Actual after-tax returns depend on an individual investor's tax situation and may differ from those shown. After tax returns are not relevant to investors who hold fund shares through tax-deferred arrangements such as 401(k) plans or IRA's. As with all mutual funds, past results are not an indication of future performance.

Average Annual Total Return (After Taxes on Distributions)

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The average annual total return (after taxes on distributions) is computed by finding the average annual compounded rates of return over the periods that would equate the initial amount invested to the ending value, according to the following formula:

$$P(1+T)^n = \frac{ATV}{D}$$

WHERE:

P = a hypothetical initial payment of \$1,000  
 T = average annual total return(after taxes on

distributions)

n = number of years

ATV = ending value of a hypothetical \$1,000

D = payment made at the beginning of the 1-, 5-, or 10-year periods at the end of the 1-, 5-, or 10-year periods (or fractional portion), after taxes on fund distributions but not after taxes on redemption. We have additionally included data for the 15 Year period and the longevity of the Fund: 22 years.

Period	Initial Purchase	Average Annual Return	Ending Redeemable Value 12/31/2018
1 Year 12/31/17-12/31/18	\$1,000	-22.64%	\$774
5 Years 12/31/13-12/31/18	\$1,000	1.22%	\$1,062
10 Years 12/31/08-12/31/18	\$1,000	15.22%	\$4,123
15 Years 12/31/03-12/31/18	\$1,000	6.27%	\$2,491

23 Years                      \$1,000                      9.31%                      \$7,741  
 12/31/95-12/31/18

After tax returns are calculated using historical highest federal tax rates and do not reflect the impact of state and local taxes. Actual after tax returns depend on an individual investor's tax situation and may differ from those shown. After tax returns are not relevant to investors who hold fund shares through tax-deferred arrangements such as 401(k) plans or IRA's. As with all mutual funds, past results are not an indication of future performance.

Average Annual Total Return (After Taxes on Distributions and Redemptions)

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The average annual total return (after taxes on distributions and sale of fund shares) is computed by finding the average annual compounded rates of return over the periods that would equate the initial amount invested to the ending value, according to the following formula:

$$P(1+T)^n = \text{ATV} + \text{DR}$$

WHERE:

P = a hypothetical initial payment of \$1,000  
 T = average annual total return (after taxes on distributions and redemption)

n = number of years

ATV = ending value of a hypothetical \$1,000

DR = payment made at the beginning of the 1-, 5-, or 10-year periods at the end of the 1-, 5-, or 10-year periods (or fractional portion), after taxes on fund distributions and redemption. We have additionally included data for the 15 Year period and the longevity of the Fund: 22 years.

Period	Initial Purchase	Average Annual Return	Ending Redeemable Value 12/31/2018
1 Year 12/31/17-12/31/18	\$1,000	-9.35%	\$906
5 Years 12/31/13-12/31/18	\$1,000	2.53%	\$1,133
10 Years 12/31/08-12/31/18	\$1,000	14.07%	\$3,731
15 Years 12/31/03-12/31/18	1,000	5.93%	\$2,374

23 Years                      \$1,000                      8.78%                      \$6,923  
12/31/1995-12/31/18

After tax returns are calculated using historical highest federal tax rates and do not reflect the impact of state and local taxes. Actual after tax returns depend on an individual investor's tax situation and may differ from those shown. After tax returns are not relevant to investors who hold fund shares through tax-deferred arrangements such as 401(k) plans or IRA's. As with all mutual funds, past results are not an indication of future performance.

From time to time, quotations of the Fund's performance may be included in advertisements, sales literature or reports to shareholders or prospective investors. The Fund may also compare its performance figures to the performance of unmanaged indices which may assume reinvestment of dividends or interest but generally do not reflect deductions for administrative and management costs. Examples include, but are not limited to, the Value Line Index, the Dow Jones Industrial Average, the Consumer Price Index, Standard & Poor's 500 Composite Price Index (the "S&P 500"), the various NASDAQ indices, and the Russell 3000.

In addition, the Fund may compare its performance to the performance of broad groups of mutual funds with similar investment goals, as tracked by independent organizations such as Investment Company Data, Inc., Lipper Analytical Services, Inc, CDA Investment Technologies, Inc., Morningstar, Inc., Ibbotsen Associates, Value Line Mutual Fund Survey, and other independent organizations. Also, the Fund may refer to its ratings and related analysis supporting the ratings from these or other independent organizations.

#### FINANCIAL STATEMENTS

The Financial Statements and Independent Auditor's Report required to be included in the Statement of Additional Information are incorporated herein by reference to the Fund's Annual Report to Shareholders for the fiscal year ended December 31, 2018. The Fund will provide the Annual Report without charge at written or telephone request.

Pursuant to the requirements of the Securities Act of 1933, this Amendment to the Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Signatures	Title	Date
/s/ Mark Mulholland 5/1/2019	President, CEO and Trustee	
/s/ Steven D. Buck 5/1/2019	Trustee	
/s/ Philip J. Cinelli 5/1/2019	Trustee	

/s/ Samuel B. Clement      Trustee  
5/1/2019

/s/ Linda Guendelsberger    Secretary and Trustee  
5/1/2019

/s/ Scott A. Satell          Trustee  
5/1/2019

**MATTHEW 25 FUND**