

## FORUM FUNDS

### AUXIER FOCUS FUND Investor Shares

Supplement dated December 24, 2009 to the prospectus dated November 1, 2009

*Effective January 1, 2010, the section of the Auxier Focus Fund – Investor Shares Prospectus entitled “FEE TABLE” is replaced in its entirety with the following:*

#### FEE TABLE

The following table describes the various fees and expenses that you may pay if you invest in Investor Shares of the Fund. Shareholder fees are charges you pay when buying or selling Investor Shares of the Fund. Operating expenses, which include fees of the Adviser, are paid out of the Fund class’s assets and are factored into the Fund class’s share price rather than charged directly to your account.

#### Shareholder Fees

<b>(fees paid directly from your investment)</b>	<b>Investor Shares</b>
Maximum Sales Charge (Load) Imposed on Purchases	None
Maximum Deferred Sales Charge (Load)	None
Redemption Fee <sup>(1)</sup> (as a percentage of amount redeemed)	2.00%

#### Annual Fund Operating Expenses

<b>(expenses that are deducted from Fund assets)</b>	<b>Investor Shares</b>
Management Fees <sup>(2)</sup>	1.25%
Distribution (12b-1) Fees	None
Other Expenses <sup>(3)</sup>	0.00%
<b>Total Annual Fund Operating Expenses <sup>(2)</sup></b>	<b>1.25%</b>
Fee Waiver and Expense Reimbursement <sup>(4)</sup>	(0.00)%
<b>Net Expenses</b>	<b>1.25%</b>

- (1) The Fund charges a 2.00% redemption fee on shares redeemed within 180 days after they are purchased, subject to limited exceptions. See “Selling Shares – Redemption Fee” for additional information.
- (2) The Management Fees and Total Annual Fund Operating Expenses have been restated to reflect the current management fee rate as if such fee rate had been in effect during the previous fiscal year.
- (3) Under the terms of the Investment Advisory Agreement, the Adviser provides investment advisory services to the Fund and pays all expenses of the Fund, including the pro-rata portion of the fees and expenses charged by any underlying funds in which the Fund may invest, except certain compensation and expenses of the Trustees of Forum Funds, borrowing costs, taxes, brokerage costs, commissions, and extraordinary and non-recurring expenses.

(4) The Adviser has contractually agreed to waive a portion of its fees and reimburse certain expenses (excluding taxes, portfolio transaction expenses and extraordinary expenses) through October 31, 2010 to the extent necessary to maintain the total annual operating expenses at 1.25% of the average daily net assets. The contractual waivers may be changed or eliminated with the consent of the Board of Trustees of Forum Funds at any time. Total annual operating expenses may increase if exclusions from the contractual waiver would apply.

**Example:**

The following is a hypothetical example intended to help you compare the cost of investing in the Fund's Investor Shares to the cost of investing in other mutual funds. This example assumes that you invest \$10,000 in the Fund for the time periods indicated and then redeem all of your shares at the end of those periods. The example also assumes that your investment has a 5% annual return, that the Fund's Total Annual Fund Operating Expenses and Net Expenses (first year only) remain as stated in the table above (with the contractual waiver expiring at the end of the first year) and that distributions are reinvested. Although your actual costs may be higher or lower, under these assumptions your costs would be:

<b>Auxier Focus Fund</b>			
<b>Investor Class</b>			
<b>1 Year</b>	<b>3 Years</b>	<b>5 Years</b>	<b>10 Years</b>
\$127	\$397	\$686	\$1,511

Your costs would be the same if you did not redeem your shares during the time periods indicated above.

**SHAREHOLDERS SHOULD RETAIN THIS SUPPLEMENT FOR FUTURE REFERENCE.**