Annual Report
December 31, 2020

THE BEEHIVE FUND
Managed by Spears Abacus Advisors LLC

BEEHX

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The views expressed in this report are those of the investment advisor of The BeeHive Fund (the "Fund") as of December 31, 2020 and may not reflect its views on the date this report is first published or any time thereafter. These views are intended to assist shareholders of the Fund in understanding their investments in the Fund and do not constitute investment advice. The Fund is subject to various forms of risk, including the possible loss of principal. Investing in foreign securities entails risks not associated with domestic equities, including economic and political instability and currency fluctuations. Investing in fixed income securities includes the risk that rising interest rates will cause a decline in values. Focused investments in particular industries or market sectors can entail increased volatility and greater market risk than is the case with more broadly diversified investments. Investments in securities of small and mid-capitalization companies involve the possibility of greater volatility than investments in larger capitalization companies. Investments in American Depositary Receipts involve many of the same risks as investing in foreign securities.

Dear Shareholders,

"Never in recent memory have the events of a single 24-hour period so shaken two presidencies, the very Capitol of the United States and the nation itself as they did on Wednesday."

– Gerald Seib, *The Wall Street Journal*, January 7, 2021

"U.S. stock futures rose Thursday as investors looked past the political unrest to focus instead on prospects for higher government spending."

– Joe Wallace and Xie Yu, *The Wall Street Journal,* updated January 7, 2021 at 8:45am ET

"The central, befuddling economic reality of the United States at the close of 2020 is that everything is terrible in the world, while everything is wonderful in the financial markets."

– *The Upshot*, January 1, 2021

The first two passages above appeared in the online edition of The Wall Street Journal on January 7, just hours after order was restored on Capitol Hill. The juxtaposition somehow falls neatly in line with the last year of extraordinary extremes. The third paragraph pinpoints the issue that we have been addressing since the second quarter of 2020: the apparent, jarring disconnect between financial markets and the "real" economy. The explanation remains consistent: money.

We have written about the explosion in the money supply. There is simply more money than can be absorbed by the economy. It has found its way into financial markets leading to rising asset prices. For this we can look to two key policies of the Federal Reserve (Fed), the setting of short-term interest rates and the bond buying program known as Quantitative Easing (QE). As we know, the Fed has set the short-term rate at near-zero. In its QE program, the Fed has been purchasing $80 billion of U.S. Treasury securities and $40 billion of U.S. Government sponsored securities every month. By injecting $120 billion in cash every month back into financial markets, QE keeps interest rates low and investors flush with cash.

We can think of this as the first dose of an economic vaccine, aimed at steadying markets and protecting the financial system. The booster shot came in the form of fiscal stimulus: government programs that put money directly into the hands of citizens and businesses. The CARES Act, with its Paycheck Protection Program, enhanced unemployment benefits, and stimulus checks injected stunning sums. While some of this money went into the economy, much of it found its way into personal savings and into financial markets.

Largely thanks to government programs, disposable personal income actually increased by about $1 trillion from March through November of 2020.[1] At the same time, personal consumption dropped by more than $500 billion.[1] The total increase in personal savings was greater than $1.5 trillion.

We can trace this money into the stock market in several ways. According to some estimates, individual investors (so-called "retail investors") opened more than 10 million new brokerage accounts in 2020 and accounted for approximately 25% of average daily trading volume since the pandemic began. Three million of those accounts have been attributed to Robinhood Markets, the app-based trading platform aimed at first-time investors. Even staid old firms like Morgan Stanley and Charles Schwab are trying to increase their exposure to individual traders by acquiring firms like E-Trade and TD Ameritrade, respectively.

As might be expected, inexperienced investors and traders have introduced a more speculative tone to the market. In 2020, nearly 400 stocks increased more than 100%, more than half of which are expected to lose money for the year. Privately held companies rushed to take advantage of this environment; there were nearly 500 initial public offerings over the year. Some were household names like Airbnb. Some were unfamiliar like QuantumScape or XPeng. Still others had no stated business at all. 248 Special Purpose Acquisition Companies (with the unfortunate moniker "SPAC" and referred to as blank check companies) raised a total of $83 billion (nearly twice as much as the previous ten years combined) to invest in undisclosed or undetermined businesses at some point in the future). All in all, more companies went public in 2020 than in 1999 at the height of the dot-com bubble.

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[1] U.S. Bureau of Economic Analysis

To be sure, not all retail investing was speculative; individuals also directed their increasing savings into more orthodox investments. Robinhood discloses the 100 most popular holdings of its clients. Among the top twenty, Amazon, Alphabet (Google), Microsoft, Facebook, Coca Cola, Nike and GM join Virgin Galactic Holdings and Peloton Interactive.

As has been the case since stocks began to rebound in late March, the overall strength of benchmarks like the S&P 500 has claimed the headlines. Through the third quarter of 2020, stock performance had been dominated by a small handful of the largest technology companies. The BeeHive Fund's investments benefited from this trend to a certain extent. Though the Fund does have meaningful investments in large technology and e-commerce providers, its portfolio exposure is not as extreme as the S&P 500. Your Fund also benefited from strong returns from such diverse resources as healthcare, beverage cans, home appliances and select foreign stocks.

While the first six months of the year saw a high level of trading activity in the Fund's portfolio, during the second half of the year portfolio moves were more modest. We trimmed some big winners and reinvested the proceeds in companies that we believe will generate attractive future returns. We added to the Fund's position in Fiserv (FISV), which we believe is well valued given our expectation of a long runway of growth from the continued shift towards electronic payments (away from cash), as well as increasing the Fund's holdings in Intercontinental Exchange (ICE) and General Motors (GM). We initiated new positions in innovative prescription drug management company, Tabula Rasa Healthcare (TRHC), and global insurance broker, Aon. Aon is in the middle of a merger with Willis Tower Watson, which once completed should position the company well to serve clients as economic activity recovers.

Market leadership in the fourth quarter shifted away from S&P 500 dominant technology companies. With the nearly back-to-back announcements of two effective vaccines, investors seemed to factor in a more robust economic recovery. In the period since the first announcement (November 9), former laggards became leaders. Small stocks outperformed large; economically sensitive sectors like financials (particularly banks), energy and industrials showed signs of life. Longer term interest rates even crept higher, as the yield on the ten-year U.S. Treasury note rose from 0.77% to 0.92% at year end.

Looking forward, we remain guardedly optimistic for two reasons.

The primary factor is that monetary conditions have not, nor are likely to change. Central bankers, especially in the U.S., have explicitly noted no plans to raise interest rates or to reduce bond purchases for at least twelve months. Even then, we believe the removal of accommodation will be slow and well telegraphed. The mountain of money they have created will continue to grow and find its way into financial assets.

Despite this, at some point we will likely hear the sounds of speculative bubbles popping. We believe, eventually, first time investors will learn the hard lesson that valuation does in fact matter, and many will withdraw from the market, seeking "safer havens" for what remains of their capital.

But in their place, we are likely to see reinvigorated corporate buying. Since the onset of the pandemic, companies spent less money purchasing their own shares (down 41% through the third quarter) or acquiring businesses (down 30%). This was the result of prudently safeguarding liquidity in the face of great uncertainty.

However, new or increased stock buyback plans are already in the works. In December alone, JPMorgan and ten other companies announced plans to repurchase shares for a combined total of more than $75 billion. Likewise, merger and acquisition (M&A) activity is picking up with new deals almost daily. M&A bankers are reporting strong deal pipelines, as well. With sponsor firms like Carlyle, Blackstone and others flush with investor cash, private equity activity should pick up as well, creating further demand for stocks.

Secondly, we see a broadening set of attractive investment opportunities. A generally improving economy should benefit many more than just the largest handful of companies. We believe investors will be less desperate to chase "new" business models at any cost and more inclined to weigh valuation and financial productivity.

The pandemic has changed many habits and routines (this letter is being written and edited from bedrooms, living rooms and basements). Some changes will endure; some will not. It will be unusually difficult to forecast many behaviors, which creates the kind of uncertainty that leads to opportunity.

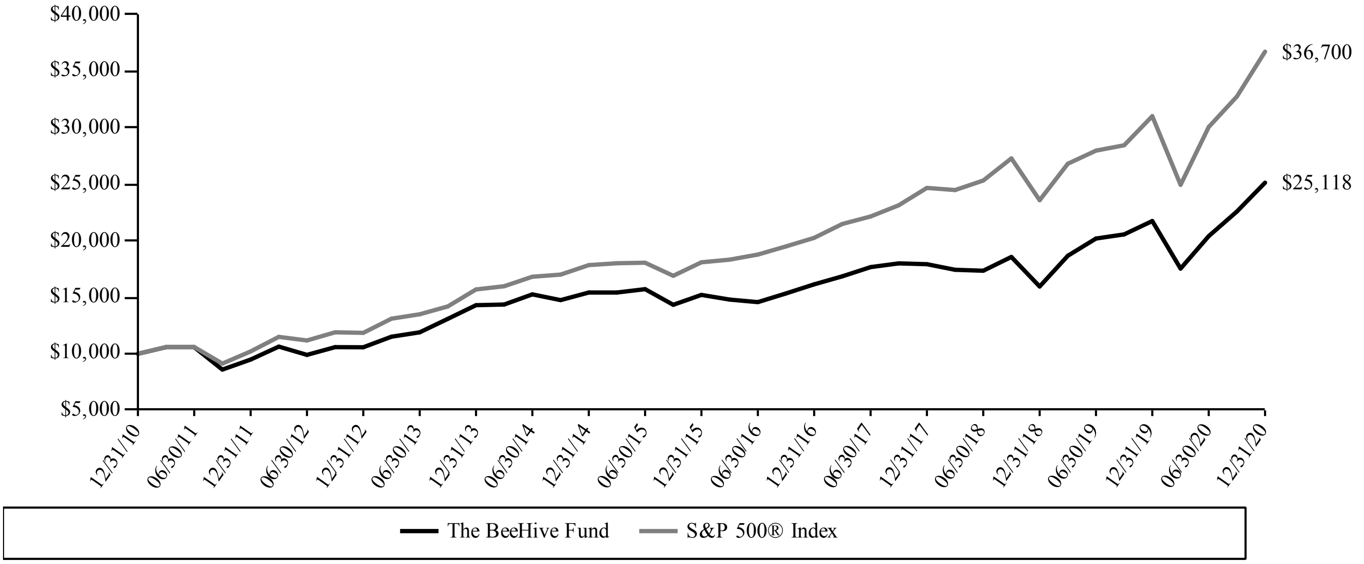
We believe this environment favors our approach. We think our intensive research, whether focused on stocks or bonds, will be rewarded. Rather than becoming enamored with high-flying story stocks (cloud-computing, electric delivery vans, e-commerce platforms, etc.), we will maintain the discipline of long-term investing in real businesses with strong and growing earnings and cash flow. We firmly believe this is the best way to grow capital in good times and preserve it during challenging periods.

Regards,

Spears Abacus

The following chart reflects the change in the value of a hypothetical $10,000 investment, including reinvested dividends and distributions, in The BeeHive 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 S&P 500 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 S&P 500 does not include expenses. The Fund is professionally managed, while the S&P 500 is unmanaged and is not available for investment.

Comparison of Change in Value of a $10,000 Investment in The BeeHive Fund vs. S&P 500® Index



Average Annual Total Returns Periods Ended December 31, 2020	**One Year**	**Five Year**	**Ten Year**
The BeeHive Fund	15.59%	10.57%	9.65%
S&P 500® Index	18.40%	15.22%	13.88%

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 0.99%. However, the Fund's advisor has contractually agreed to waive its fee and/or reimburse Fund expenses to limit Total Annual Fund Operating Expenses After Fee Waiver and/or Expense Reimbursement (excluding taxes, interest, portfolio transaction expenses and extraordinary expenses) to 0.99%, through April 30, 2021 (the "Expense Cap"). The Expense Cap may be raised or eliminated only with the consent of the Board of Trustees. The advisor may be reimbursed by the Fund for fees waived and expenses reimbursed by the advisor pursuant to the Expense Cap if such payment is made within three years of the fee waiver or expense reimbursement and does not cause the Total Annual Fund Operating Expenses After Fee Waiver and/or Expense Reimbursement to exceed the lesser of (i) the then-current Expense Cap and (ii) the Expense Cap in place at the time the fees/expenses were waived/reimbursed. Total Annual Fund Operating Expenses After Fee Waiver and/or Expense Reimbursement will increase if exclusions from the Expense Cap apply. 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 (866) 684-4915.*

Shares	Security Description		Value
Common Stock - 96.2%			
Consumer Discretionary - 17.4%			
14,550	Alibaba Group Holding, Ltd., ADR [(a)]	$	3,386,222
35,760	Aptiv PLC		4,659,170
98,520	Comcast Corp., Class A		5,162,448
109,550	General Motors Co.		4,561,662
108,720	Prosus NV, ADR		2,358,137
56,513	Restaurant Brands International, Inc.		3,453,509
13,930	Whirlpool Corp.		2,514,226
			26,095,374
Consumer Staples - 7.1%			
81,940	Mondelez International, Inc., Class A		4,791,032
49,750	Nestle SA, ADR		5,860,550
			10,651,582
Financials - 13.8%			
15,320	Aon PLC, Class A		3,236,656
11,720	Berkshire Hathaway, Inc., Class B [(a)]		2,717,516
36,970	Chubb, Ltd.		5,690,422
42,950	Intercontinental Exchange, Inc.		4,951,706
31,610	JPMorgan Chase & Co.		4,016,683
			20,612,983
Healthcare - 11.3%			
15,555	Becton Dickinson and Co.		3,892,172
17,055	Gilead Sciences, Inc.		993,625
30,411	Tabula Rasa HealthCare, Inc. [(a)]		1,302,807
23,010	Thermo Fisher Scientific, Inc.		10,717,598
			16,906,202
Industrials - 7.1%			
61,030	Berry Global Group, Inc. [(a)]		3,429,276
106,770	BrightView Holdings, Inc. [(a)]		1,614,362
25,000	Danaher Corp.		5,553,500
			10,597,138
Materials - 7.0%			
42,910	Ball Corp.		3,998,354
63,950	Crown Holdings, Inc. [(a)]		6,407,790
			10,406,144
Real Estate - 1.9%			
28,530	Prologis, Inc. REIT		2,843,300
Software & Services - 25.4%			
3,082	Alphabet, Inc., Class A [(a)]		5,401,637
2,251	Alphabet, Inc., Class C [(a)]		3,943,482
87,110	CDK Global, Inc.		4,514,911
39,990	Fiserv, Inc. [(a)]		4,553,261
57,755	Microsoft Corp.		12,845,867
104,780	Oracle Corp.		6,778,218
			38,037,376
Technology Hardware & Equipment - 5.2%			
59,200	Apple, Inc.		7,855,247
Total Common Stock (Cost $65,526,203)			**144,005,346**
Money Market Fund - 3.9%			
5,878,862	Goldman Sachs Financial Square Treasury Instruments Fund, Institutional Shares, 0.01% [(b)] (Cost $5,878,862)		5,878,862
Investments, at value - 100.1% (Cost $71,405,065)		**$**	**149,884,208**
Other Assets & Liabilities, Net - (0.1)%			**(196,516)**
Net Assets - 100.0%		**$**	**149,687,692**

ADR	American Depositary Receipt
PLC	Public Limited Company
REIT	Real Estate Investment Trust
(a)	Non-income producing security.
(b)	Dividend yield changes daily to reflect current market conditions. Rate was the quoted yield as of December 31, 2020.

The following is a summary of the inputs used to value the Fund's investments as of December 31, 2020.

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.

Valuation Inputs		Investments in Securities
Level 1 - Quoted Prices	$	144,005,346
Level 2 - Other Significant Observable Inputs		5,878,862
Level 3 - Significant Unobservable Inputs		–
Total	**$**	**149,884,208**

The Level 1 value displayed in this table is Common Stock. The Level 2 value displayed in this table is a Money Market Fund. Refer to this Schedule of Investments for a further breakout of each security by industry.

PORTFOLIO HOLDINGS (Unaudited)

% of Total Investments	
Consumer Discretionary	17.4%
Consumer Staples	7.1%
Financials	13.8%
Healthcare	11.3%
Industrials	7.1%
Materials	6.9%
Real Estate	1.9%
Software & Services	25.4%
Technology Hardware & Equipment	5.2%
Money Market Fund	3.9%
	100.0%

THE BEEHIVE FUND
STATEMENT OF ASSETS AND LIABILITIES
DECEMBER 31, 2020

ASSETS		
Investments, at value (Cost $71,405,065)	$	149,884,208
Receivables:		
Dividends		89,218
Prepaid expenses		6,238
Total Assets		149,979,664
LIABILITIES		
Payables:		
Investment securities purchased		140,783
Fund shares redeemed		2
Distributions payable		7,321
Accrued Liabilities:		
Investment advisor fees		96,391
Fund services fees		18,309
Other expenses		29,166
Total Liabilities		291,972
NET ASSETS	$	149,687,692
COMPONENTS OF NET ASSETS		
Paid-in capital	$	70,109,492
Distributable earnings		79,578,200
NET ASSETS	$	149,687,692
SHARES OF BENEFICIAL INTEREST AT NO PAR VALUE (UNLIMITED SHARES AUTHORIZED)		7,746,942
NET ASSET VALUE, OFFERING AND REDEMPTION PRICE PER SHARE	$	19.32

See Notes to Financial Statements.

INVESTMENT INCOME		
Dividend income (Net of foreign withholding taxes of $15,190)	$	1,578,024
Interest income		15,385
Total Investment Income		1,593,409
EXPENSES		
Investment advisor fees		987,210
Fund services fees		197,514
Custodian fees		13,644
Registration fees		8,721
Professional fees		43,983
Trustees' fees and expenses		6,595
Other expenses		43,814
Total Expenses		1,301,481
Fees waived		(13,321)
Net Expenses		1,288,160
NET INVESTMENT INCOME		305,249
NET REALIZED AND UNREALIZED GAIN (LOSS)		
Net realized gain on investments		3,342,991
Net change in unrealized appreciation (depreciation) on investments		16,524,482
NET REALIZED AND UNREALIZED GAIN		19,867,473
INCREASE IN NET ASSETS RESULTING FROM OPERATIONS	$	20,172,722

	For the Years Ended December 31, 2020	2019
OPERATIONS		
Net investment income	$ 305,249	$ 1,856,214
Net realized gain	3,342,991	4,037,210
Net change in unrealized appreciation (depreciation)	16,524,482	31,168,173
Increase in Net Assets Resulting from Operations	20,172,722	37,061,597
DISTRIBUTIONS TO SHAREHOLDERS		
Total distributions paid	(2,477,905)	(6,428,176)
CAPITAL SHARE TRANSACTIONS		
Sale of shares	2,018,346	1,995,129
Reinvestment of distributions	2,411,269	6,253,232
Redemption of shares	(6,851,713)	(9,872,543)
Decrease in Net Assets from Capital Share Transactions	(2,422,098)	(1,624,182)
Increase in Net Assets	15,272,719	29,009,239
NET ASSETS		
Beginning of year	134,414,973	105,405,734
End of year	$ 149,687,692	$ 134,414,973
SHARE TRANSACTIONS		
Sale of shares	117,749	130,793
Reinvestment of distributions	126,913	369,229
Redemption of shares	(403,672)	(642,004)
Decrease in Shares	(159,010)	(141,982)

See Notes to Financial Statements.

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

	For the Years Ended December 31,				
	2020	**2019**	**2018**	**2017**	**2016**
NET ASSET VALUE, Beginning of Year	$ 17.00	$ 13.10	$ 15.23	$ 14.26	$ 13.64
INVESTMENT OPERATIONS					
Net investment income (a)	0.04	0.24	0.13	0.10	0.13
Net realized and unrealized gain (loss)	2.61	4.50	(1.79)	1.48	0.70
Total from Investment Operations	2.65	4.74	(1.66)	1.58	0.83
DISTRIBUTIONS TO SHAREHOLDERS FROM					
Net investment income	(0.04)	(0.24)	(0.13)	(0.09)	(0.13)
Net realized gain	(0.29)	(0.60)	(0.34)	(0.52)	(0.08)
Total Distributions to Shareholders	(0.33)	(0.84)	(0.47)	(0.61)	(0.21)
NET ASSET VALUE, End of Year	$ 19.32	$ 17.00	$ 13.10	$ 15.23	$ 14.26
TOTAL RETURN	15.59%	36.28%	(10.98)%	11.07%	6.11%
RATIOS/SUPPLEMENTARY DATA					
Net Assets at End of Year (000s omitted)	$ 149,688	$ 134,415	$ 105,406	$ 130,876	$ 117,849
Ratios to Average Net Assets:					
Net investment income	0.23%	1.49%	0.84%	0.64%	0.99%
Net expenses	0.98%	0.98%	0.99%	0.99%(b)	0.99%
Gross expenses	0.99%(c)	0.98%(c)	0.99%(c)	0.99%	1.00%(c)
PORTFOLIO TURNOVER RATE	22%	10%	10%	14%	15%

(a) Calculated based on average shares outstanding during each year.
(b) Ratio includes waivers and previously waived investment advisory fees recovered. The impact of the recovered fees may cause a higher net expense ratio.
(c) Reflects the expense ratio excluding any waivers and/or reimbursements.

Note 1. Organization

The BeeHive 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 September 2, 2008. The Fund seeks 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. Shares of non-exchange traded open-end mutual funds are valued at net asset value ("NAV"). Short-term investments that mature in sixty days or less may be valued at amortized cost.

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 Advisor, as defined in Note 3, 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 Advisor 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. Advisor 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.

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 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 December 31, 2020, 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 – The Fund declares any dividends from net investment income and pays them annually. Any net capital gains and net foreign currency gains realized by the Fund are distributed 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, 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 December 31, 2020, 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. Fees and Expenses

Investment Advisor – Spears Abacus Advisors LLC (the "Advisor") is the investment advisor to the Fund. Pursuant to an investment advisory agreement, the Advisor receives an advisory fee, payable monthly, from the Fund at an annual rate of 0.75% of the Fund's average daily net assets.

Distribution – Foreside Fund Services, LLC serves as the Fund's distributor (the "Distributor"). The Distributor is not affiliated with the Advisor or Atlantic Fund Administration, LLC, a wholly owned subsidiary of Apex US Holdings, LLC (d/b/a Apex Fund Services) ("Apex") or their affiliates. The Fund has adopted a distribution plan in accordance with Rule 12b-1 of the Act. The Fund may pay the Distributor and/or any other entity as authorized by the Board a fee up to 0.25% of the Fund's average daily net assets. The Fund has suspended payments under its Rule 12b-1 plan until further notice and has not paid any distribution fees to date. The Fund may remove the suspension and make payments under the Rule 12b-1 plan at any time, subject to Board approval.

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 – Each Independent Trustee's annual retainer is $31,000 ($41,000 for the Chairman), and 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 4. Expense Reimbursement and Fees Waived

The Advisor has contractually agreed to waive its fee and/or reimburse Fund expenses to limit total annual Fund operating expenses after fee waiver and/or expense reimbursement (excluding taxes, interest, portfolio transaction expenses and extraordinary expenses) to 0.99% of the Fund's average daily net assets through April 30, 2021 ("the Expense Cap"). For the year ended December 31, 2020, fees waived were $13,321.

The Advisor may be reimbursed by the Fund for fees waived and expenses reimbursed by the Advisor pursuant to the Expense Cap if such payment is made within three years of the fee waiver or expense reimbursement and does not cause the total annual Fund operating expenses after fee waiver and/or expense reimbursement of the Fund (after giving effect to the recouped amount) to exceed the lesser of (i) the then-current expense cap and (ii) the expense cap in place at the time the fees/expenses were waived/reimbursed. As of December 31, 2020, $20,951 is subject to recapture by the Advisor.

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 December 31, 2020 totaled $26,584,670 and $33,943,842, respectively.

Note 6. Federal Income Tax

As of December 31, 2020, cost for federal income tax purposes is $71,425,044 and net unrealized appreciation consists of:

Gross Unrealized Appreciation	$	78,580,283
Gross Unrealized Depreciation		(121,119)
Net Unrealized Appreciation	$	78,459,164

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

		2020		2019
Ordinary Income	$	275,761	$	1,872,808
Long-Term Capital Gain		2,202,144		4,555,368
	$	2,477,905	$	6,428,176

As of December 31, 2020, distributable earnings on a tax basis were as follows:

Undistributed Ordinary Income	$	24,992
Undistributed Long-Term Gain		1,094,044
Net Unrealized Appreciation		78,459,164
Total	$	79,578,200

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 wash sales.

Note 7. Subsequent Events

The global outbreak of the COVID-19 virus has caused negative effects on many companies, sectors, countries, regions, and financial markets in general, and uncertainty exists as to its long-term implications. The effects of the pandemic may adversely impact the Fund's assets and performance. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

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 The BeeHive Fund

Opinion on the Financial Statements

We have audited the accompanying statement of assets and liabilities of The BeeHive Fund, a series of shares of beneficial interest in Forum Funds (the "Fund"), including the schedule of investments, as of December 31, 2020, 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 December 31, 2020, 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.

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 December 31, 2020 by correspondence with the custodian and broker. 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 of more of the Funds in the Forum Funds since 2008.

Philadelphia, Pennsylvania
February 16, 2021

Investment Advisory Agreement Approval

At a meeting held on September 11, 2020, the Board of Trustees (the "Board") of Forum Funds (the "Trust), including the trustees who are not parties to the agreement or interested persons of any such party (other than as trustees of the Trust) (the "Independent Trustees"), considered the approval of the continuance of the investment advisory agreement between the Advisor and the Trust pertaining to the Fund (the "Advisory Agreement"). In preparation for its deliberations, the Board requested and reviewed written responses from the Advisor to a due diligence questionnaire circulated on the Board's behalf concerning the services provided by the Advisor. The Board also discussed the materials with Fund counsel and, as necessary, with the Trust's administrator. During its deliberations, the Board received an oral presentation from the Advisor, and was assisted by the advice of Trustee counsel.

At the Meeting, the Board reviewed, among other matters: (1) the nature, extent and quality of the services provided to the Fund by the Advisor, including information on the investment performance of the Fund; (2) the costs of the services provided and profitability to the Advisor with respect to its relationship with the Fund; (3) the advisory fee and total expense ratio of the Fund compared to a relevant peer group of funds; (4) the extent to which economies of scale may be realized as the Fund grows and whether the advisory fee enables the Fund's investors to share in the benefits of economies of scale; and (5) other benefits received by the Advisor from its relationship with the Fund. In addition, the Board recognized that the evaluation process with respect to the Advisor was an ongoing one, and, in this regard, the Board considered information provided by the Advisor at regularly scheduled meetings during the past year.

Nature, Extent and Quality of Services

Based on written materials received, a presentation from senior representatives of the Advisor and a discussion with the Advisor about the Advisor's personnel, operations and financial condition, the Board considered the quality of services provided by the Advisor under the Advisory Agreement. In this regard, the Board considered information regarding the experience, qualifications and professional background of the portfolio managers and other personnel at the Advisor providing services to the Fund, as well as the investment philosophy and decision-making process of the Advisor and the capability and integrity of the Advisor's senior management and staff.

The Board considered also the adequacy of the Advisor's resources. The Board noted the Advisor's representation that the firm is financially stable and that the Advisor's financial condition will not impair its ability to provide high-quality advisory services to the Fund. Based on the presentation and the materials provided by the Advisor in connection with the Board's consideration of the renewal of the Advisory Agreement, the Board concluded that, overall, it was satisfied with the nature, extent and quality of services to be provided to the Fund under the Advisory Agreement.

Performance

In connection with a presentation by the Advisor regarding its approach to managing the Fund, the Board reviewed the performance of the Fund compared to its primary benchmark. The Board observed that the Fund underperformed its primary benchmark, the S&P 500 Index, for the one-, three- and five-, and ten-year periods ended June 30, 2020, and for the period since the Fund's inception on September 2, 2008. The Board also considered the Fund's performance relative to an independent peer group of funds identified by Broadridge Financial Solutions, Inc. ("Broadridge") as having characteristics similar to the Fund, noting that, based on the information provided by Broadridge, the Fund underperformed the median of its Broadridge peer group for the one-, three- and five-year periods ended June 30, 2020.

The Board noted the Advisor's representation that, although the Fund does hold some positions that benefitted from the strong market preference for growth and momentum investments over value investments during the past one-, three-, and five-year periods, the Advisor's discipline of investing in growing businesses at reasonable valuations resulted in the Fund's having higher exposure to stocks with "value" attributes, which have fairly consistently underperformed growth stocks for the last several years. The Board also noted the Advisor's representation that the Fund was overweight certain underperforming sectors relative to the benchmark and peers during the period. The Board noted further the Advisor's representation that the Fund's conservative cash position, as well as attention to the tax implications for shareholders of sales of investments with large unrealized capital gains, limited upside performance relative to the benchmark and peers, and that Fund's underperformance during the six-month period ended December 31, 2017 had a disproportionately negative impact on the Fund's longer term performance. Finally, the Board noted the Advisor's representation that the Advisor remained committed to its investment discipline, including during periods in which the Fund's investment strategy may be out of favor with investors.

Based on the foregoing, including the Advisor's representations regarding the Fund's recent performance and other applicable considerations, the Board determined that the Fund and its shareholders could benefit from the Advisor's continued management of the Fund.

Compensation

The Board evaluated the Advisor's compensation for providing advisory services to the Fund and analyzed comparative information on actual advisory fee rates and actual total expense ratios of the Fund compared to its Broadridge peer group. The Board noted that each of the actual advisory fee and actual total expenses for the Fund was higher than the median of the peer group, though the Board noted that the actual advisory fee rates and actual total expense ratios for each of the Broadridge peers, including the Fund, were within a narrow range. In addition, the Board noted that the Advisor had contractually agreed to waive its fees or reimburse Fund expenses to the extent necessary to keep the total expenses of the Fund competitive. Based on the foregoing and other applicable considerations, the Board concluded that the Advisor's advisory fee rate charged to the Fund was reasonable.

Cost of Services and Profitability

The Board considered information provided by the Advisor regarding the costs of services and its profitability with respect to the Fund. In this regard, the Board considered the Advisor's resources devoted to the Fund, as well as the Advisor's discussion of costs and profitability of Fund activities. The Board noted the Advisor's representation that it did not maintain separately identifiable profit and loss information for the Fund. Based on other applicable considerations, however, including financial statements from the Advisor indicating its profitability and expenses from overall operations and the Advisor's representation that the Fund required significantly more attention and resources than the other accounts managed by the Advisor, the Board concluded that the Advisor's costs of services and profits attributable to management of the Fund were reasonable.

Economies of Scale

The Board evaluated whether the Fund would benefit from any economies of scale. In this regard, the Board considered the Fund's fee structure, asset size, and net expense ratio. The Board the Advisor's representation that the Fund could potentially benefit from economies of scale if its assets were to increase but that, in light of the Fund's relatively low asset level and because the Advisor was already waiving a portion of its contractual advisory fee in order to keep the Fund's expenses at or below the agreed-upon expense cap, the Advisor was not proposing breakpoints in the advisory fee at this time. Based on the foregoing and other applicable considerations, and considering the size of the Fund, the Board determined that the asset level of the Fund was not consistent with the existence of economies of scale and that economies of scale were not a material factor to consider in approving the continuation of the Advisory Agreement.

Other Benefits

The Board noted the Advisor's representation that, aside from its contractual advisory fees, it does not benefit in a material way from its relationship with the Fund. Based on the foregoing representation, the Board concluded that other benefits received by the Advisor from its relationship with the Fund were not a material factor to consider in approving the continuation of the Advisory Agreement.

Conclusion

The Board did not identify any single factor as being of paramount importance, and different Trustees may have given different weight to different factors. The Board reviewed a memorandum from Fund counsel discussing the legal standards applicable to its consideration of the Advisory Agreement. Based on its review, including consideration of each of the factors referenced above, the Board determined, in the exercise of its reasonable business judgment, that the advisory arrangement, as outlined in the Advisory Agreement, was fair and reasonable in light of the services performed or to be performed, expenses incurred or to be incurred and such other matters as the Board considered relevant.

Liquidity Risk Management Program

The Fund has adopted and implemented a written liquidity risk management program, as required by Rule 22e-4 (the "Liquidity Rule") under the Investment Company Act of 1940, as amended. The liquidity risk management program is reasonably designed to assess and manage the Fund's liquidity risk, taking into consideration, among other factors, the Fund's investment strategy and the liquidity of the portfolio investments during normal and reasonably foreseeable stressed conditions; its short and long-term cash flow projections and its cash holdings and access to other funding sources.

The Board approved the designation of the Trust's Valuation Committee as the administrator of the liquidity risk management program (the "Program Administrator"). The Program Administrator is responsible for the administration and oversight of the program and for reporting to the Board on at least an annual basis regarding, among other things, the program's operation, adequacy, and effectiveness. The Program Administrator assessed the Fund's liquidity risk profile based on information gathered for the period June 1, 2019 through June 30, 2020 in order to prepare a written report to the Board for review at its meeting held on September 11, 2020.

The Program Administrator's written report stated that: (i) the Fund is able to meet redemptions in normal and reasonably foreseeable stressed conditions and without significant dilution of remaining shareholders' interests in the Fund; (ii) the Fund's strategy is appropriate for an open-end mutual fund; (iii) the liquidity classification determinations regarding the Fund's portfolio investments, which take into account a variety of factors and may incorporate analysis from one or more third-party data vendors, remained appropriate; (iv) the Fund did not approach the internal triggers set forth in the liquidity risk management program or the regulatory percentage limitation (15%) on holdings in illiquid investments; (v) it continues to be appropriate to not set a "highly liquid investment minimum" for the Fund because the Fund primarily holds "highly liquid investments"; and (vi) the liquidity risk management program remains reasonably designed and adequately implemented to prevent violations of the Liquidity Rule. The report also reviewed the changes to the Program since its inception. No significant liquidity events impacting the Fund or proposed changes to the Program were noted in the report.

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 (866) 684-4915 and on the U.S. Securities and Exchange Commission's (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 (866) 684-4915 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.

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 100.00% of its income dividend distributed as qualifying for the corporate dividends-received deduction (DRD) and 100.00% for the qualified dividend rate (QDI) as defined in Section 1(h)(11) of the Code. The Fund also designates 0.97% as qualified interest income exempt from U.S. tax for foreign shareholders (QII). The Fund paid long-term capital gain dividends of $2,202,144.

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 July 1, 2020 through December 31, 2020.

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.

	Beginning Account Value July 1, 2020	Ending Account Value December 31, 2020	Expenses Paid During Period*	Annualized Expense Ratio*
Actual	$ 1,000.00	$ 1,231.98	$ 5.50	0.98%
Hypothetical (5% return before expenses)	$ 1,000.00	$ 1,020.21	$ 4.98	0.98%

* 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 (184) divided by 366 to reflect the half-year period.

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 (866) 684-4915.

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.

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	Vice President	Since 2008	Senior Vice President, Apex Fund Services since 2019; Senior Vice President, Atlantic Fund Services 2008-2019; Chief Compliance Officer, 2008-2016.
Dennis Mason Born: 1967	Chief Compliance Officer	Since 2016	Fund Compliance Officer, Apex Fund Services since 2019; Fund Compliance Officer, Atlantic Fund Services 2013-2019.

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