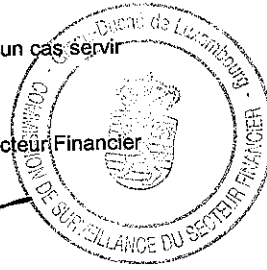


VISA 2008/42467-3904-3-PS

L'apposition du visa ne peut en aucun cas servir  
d'argument de publicité

Luxembourg, le 29/09/2008

Commission de Surveillance du Secteur Financier



July 2008

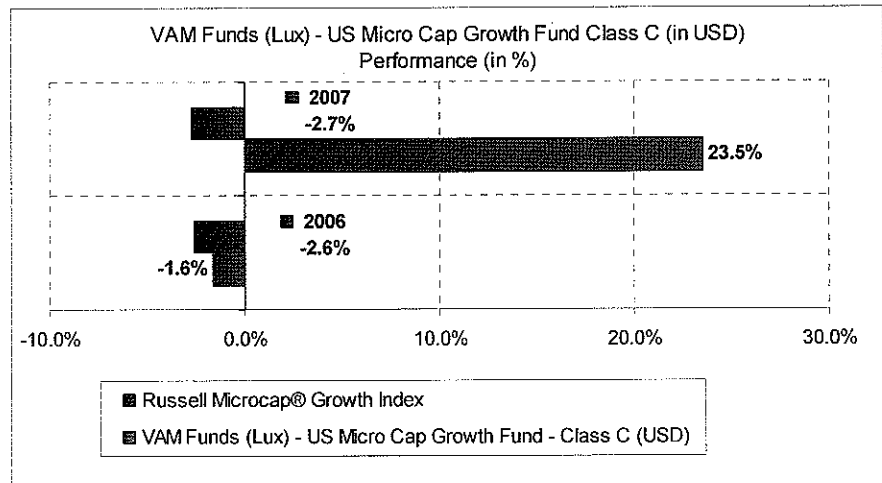
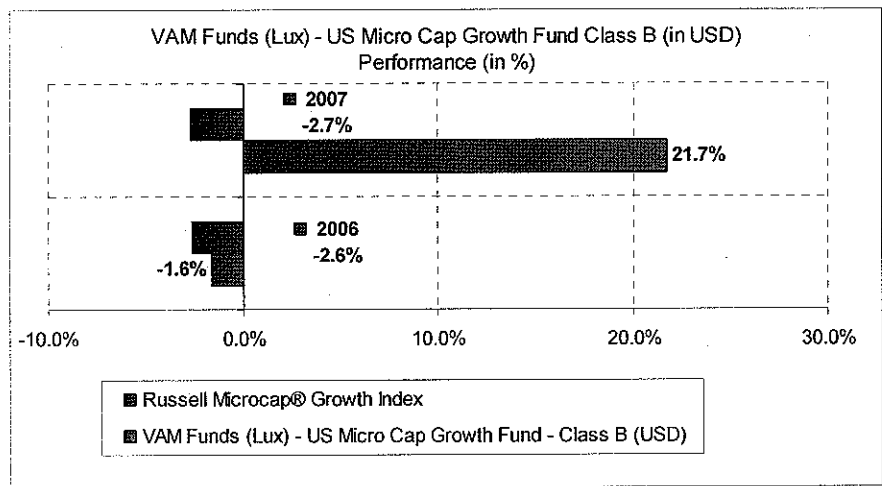
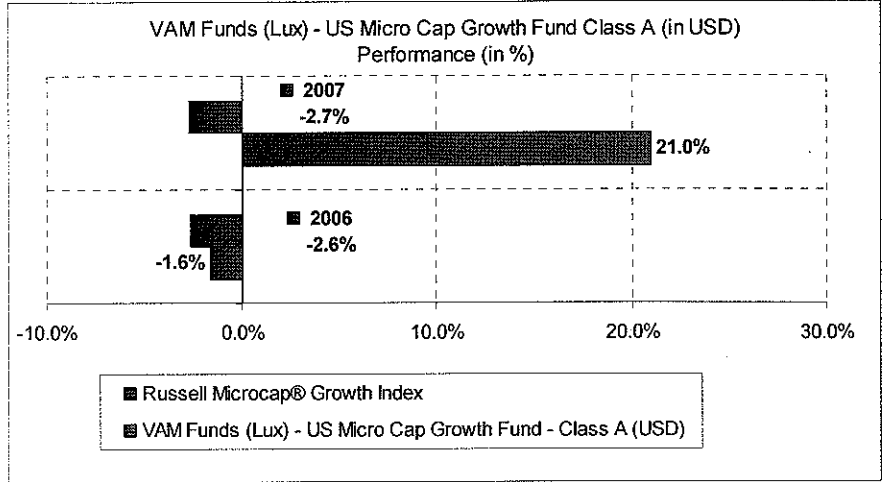
Simplified Prospectus

## VAM FUNDS (LUX)

### VAM Funds (Lux) – US Micro Cap Growth Fund

<b>Important Information</b>	<p>This simplified prospectus contains key information about VAM Funds (Lux) – US Micro Cap Growth Fund (the "Compartment"). If you would like more information before you invest, please consult the most recent full prospectus (the "Full Prospectus ") of VAM Funds (Lux) (hereinafter the "Fund"). Unless defined in this document, defined terms shall bear the same meaning as in the Full Prospectus. For details about the Compartment's holdings, please see the most recent report.</p> <p>The rights and duties of the investor as well as the legal relationship with the Fund are laid down in the Full Prospectus. The Full Prospectus and the periodical reports may be obtained free of charge from the Fund.</p>
<b>Investment objective</b>	<p>The investment objective of the Compartment is to achieve significant capital appreciation over each full market cycle. To achieve this objective the Compartment will invest in an unleveraged portfolio of equity and equity-convertible securities and cash or cash equivalents.</p> <p>The Compartment's assets will consist primarily of equity or equity-convertible securities of companies with perceived high growth potential and listed in the United States or dealt in on another United States Regulated Market with aggregate market capitalizations of less than \$500 million, including companies with market capitalization of less than \$200 million. However, the Investment Manager may cause the Compartment to invest in companies with higher or lower market capitalizations. The Compartment may invest in American Depository Receipts (ADRs), American Depository shares and exchange traded funds, providing an exposure to the assets described above.</p> <p>The Compartment may hold liquid assets on an ancillary basis. Under normal market conditions, investment in liquid assets and debt instruments of any kind will not exceed 15% of the Compartment's net assets.</p>
<b>Compartment's risk profile</b>	<p>The Compartment is subject to market, interest rates or currency fluctuations and to the risk inherent in all investments. Therefore, no assurance can be given that the Compartment will achieve its objective, that the invested capital will be preserved, or that capital appreciation will occur.</p>

### Performance of the Compartment



### Performance disclaimer

Past performance is not necessarily a guide to future performance. Investors may not get back the full amount invested, as prices of shares and the income from them may fall as well as rise.

<p><b>Profile of the typical investor</b></p>	<p>The Portfolio is suitable for investors seeking long-term growth through capital appreciation and who want to participate in the long-term growth of the US economy. It is also suitable for investors wishing to diversify their investment portfolios, who are comfortable with and understand the risks of investing in the stock market, who have an investment horizon of at least five to seven years, and who seek investment opportunities in the US equity markets.</p>	
<p><b>Treatment of income</b></p>	<p>The Compartment pursues a policy of achieving capital growth and reinvests income earned; as a result no dividend shall be paid out.</p>	
<p><b>Compartment Expenses</b></p>	<p>The Compartment will pay out of its net assets an advisory fee, payable on a monthly basis, which is based on the average net asset value of the shares during the relevant period.</p> <p>The advisory fees for the Compartment amount to 2.25% per annum for Class A and B shares, 0.75% per annum for Class C shares and 1.75% per annum for Class D shares.</p> <p>The Compartment will pay out of its net assets custody and administration fees which shall not exceed 0.5 % of the average net asset value of the Compartment and which are payable on a monthly basis.</p> <p>The Compartment may also pay a performance fee to the Advisory Company on a quarterly basis, with the amount based on the relative performance of this Compartment to the Russell Microcap<sup>®</sup> Growth Index and calculated on the average month-end assets during the quarter, subject to a high water mark provision. Relative performance is defined as the Compartment's return, after advisory fees and other fees and expenses attributable to the Compartment for the quarter less the return of the Russell Microcap<sup>®</sup> Growth Index for the quarter. The high water mark is defined as the largest positive cumulative relative performance percentage figure for the Compartment since inception. A performance-based fee will only be paid in quarters where the cumulative relative performance exceeds the high water mark and where the quarter-end NAV per share is equal or higher to the NAV per share of the previous quarter-end. In such instances, the performance fee is computed as 20% of the difference between the current quarter's cumulative relative performance and the high water mark.</p>	
<p><b>Shareholders expenses</b></p>	<p>Subscription fee</p>	<p>up to 5% of the subscription proceeds (representing up to 5.26% of the net asset value of the shares being subscribed)</p>
	<p>Redemption fee</p>	<p>up to 2% of the net asset value of the shares being redeemed</p>
	<p>Conversion charges</p>	<p>based on the respective net asset values as calculated on the valuation day of the compartments concerned plus the amounts charged for the issue and the redemption as mentioned above</p>
<p><b>Taxation of the Compartment</b></p>	<p><u>Taxation in Luxembourg</u></p> <p>In accordance with current Luxembourg law, the Compartment is not subject to any tax on income, capital gains tax or wealth tax.</p> <p>However, income collected by the Compartment on securities in its portfolios may be subject to withholding tax which, in normal circumstances, cannot be reclaimed.</p> <p>The Compartment's net assets are subject to a subscription tax of 0.05% per annum payable at the end of each quarter and calculated on the basis of the Fund's total net assets at the end of the relevant quarter. Such tax rate is reduced to 0.01% in respect of the net assets attributable to such Classes of shares or Compartments which are reserved for institutional investors as defined from time to time by the</p>	

	<p>Luxembourg Supervisory Authority.</p> <p><u>EU Taxation</u></p> <p>The Council of the EU has, on 3 June 2003, adopted Council Directive 2003/48/EC on taxation of savings income in the form of interest payments (the "Directive"). Under the Directive, Member States of the EU will be required to provide the tax authorities of another EU Member State with information on payments of interest or other similar income paid by a paying agent (as defined by the Directive) within its jurisdiction to an individual resident in that other EU Member State. Austria, Belgium and Luxembourg have opted instead for a tax withholding system for a transitional period in relation to such payments. Switzerland, Monaco, Liechtenstein, Andorra, San Marino, Jersey, Guernsey, the Isle of Man and the dependent or associated territories in the Caribbean, have also introduced measures equivalent to information reporting or, during the above transitional period, withholding tax.</p> <p>The Directive has been implemented in Luxembourg by a law dated 21 June 2005 (the "EUSD Law").</p> <p>Dividends distributed by the Compartment will be subject to the Directive and the EUSD Law if more than 15% of the Compartment's assets are invested in debt claims (as defined in the EUSD Law) and proceeds realised by Shareholders on the redemption or sale of shares in the Compartment will be subject to the Directive and the EUSD Law if more than 40% of the Compartment's assets are invested in debt claims.</p> <p>The applicable withholding tax will be at a rate of 20% from 1 July 2008 until 30 June 2011 and 35% from 1 July 2011 onwards.</p> <p>Given the investment policy of the Compartment, it is currently expected that the proceeds realised by Shareholders on the redemption or sale of shares in the Compartment will not be subject to the Directive and the EUSD Law.</p>
<p><b>Price publication</b></p>	<p>The net asset value of each Class shall be calculated on each day that is a bank business day in Luxembourg and New York. The net asset value per share of each Class as well as the issue and redemption prices will be made public at the offices of the Central Administration.</p>
<p><b>How to buy/sell/convert shares</b></p>	<p>You can buy, sell and convert shares via VPB Finance S.A.</p> <p>In order to be dealt with on a specific valuation day, any requests for subscriptions, redemptions and conversion needs to be received by VPB Finance S.A. prior to 4.00 p.m. Central European Time on the business day preceding the applicable valuation day. Such request will be dealt at the net asset value per share determined on that valuation day.</p> <p>For any request for subscriptions, redemptions and conversions received by VPB Finance S.A. after the deadline of 4.00 p.m. Central European Time on the business day prior to a valuation day, the net asset value applicable will be the net asset value as calculated on the following valuation day.</p> <p>Further details are provided in the Full Prospectus</p>
<p><b>Subscription/Redemption information</b></p>	<p>The Compartment contains Class A shares, Class B shares, Class C shares and Class D shares which are each available in US Dollars, Euros and Sterling. The minima indicated below in USD, EUR and GBP for each Class of shares of the Compartment respectively apply to the US Dollar, Euro and Sterling Classes of shares. The Compartment currently only issues Classes of shares denominated in US Dollars. The Board of Directors, at their absolute discretion, may decide to issue shares in the Euro and Sterling Classes at such time as they deem to be in the best interest of the Fund.</p>

**VAM Funds (Lux) – US Micro Cap Growth Fund**

**Minimum Initial Subscription and Minimum Holding**

Class A shares: USD 10,000 / EUR 8,000 / GBP 5,000

Class B shares: USD 20,000 / EUR 16,000 / GBP 10,000

Class C shares\* : None

Class D shares\*\* : USD 1,500,000 / EUR 1,200,000 / GBP 750,000

**Minimum Subsequent Investment**

Class A shares: USD 1,000 / EUR 800 / GBP 500

Class B shares: USD 2,000 / EUR 1,600 / GBP 1,000

Class C shares\* : None

Class D shares\*\* : USD 150,000 / EUR 120,000 / GBP 75,000

\* Class C shares may only be subscribed by investment funds of the VAM Group.

\*\* Class D shares are restricted to institutional investors having entered into a specific agreement with VAM Advisory S.A.

<b>Additional information</b>	<p><b>Legal structure:</b> The Compartment is a compartment of the Fund. The Fund is an open-ended Luxembourg investment fund with multiple compartments organised as a "société anonyme" incorporated on 11 April 2005. The Fund is organised under Part I (UCITS) of the Luxembourg law of 20 December 2002 on undertakings for collective investment, as amended, as a self-managed "Société d'Investissement à Capital Variable", for an unlimited period. It currently comprises six compartments in operation which are described in the Full Prospectus.</p> <p><b>Registered Office:</b> 26, avenue de la Liberté L-1930 Luxembourg</p> <p><b>Advisory Company:</b> VAM Advisory S.A. 26, avenue de la Liberté L-1930 Luxembourg</p> <p><b>Custodian:</b> VP Bank (Luxembourg) S.A. 26, avenue de la Liberté L-1930 Luxembourg</p> <p><b>Central Administration:</b> VPB Finance S.A. 26, avenue de la Liberté L-1930 Luxembourg</p> <p><b>Investment Manager:</b> Driehaus Capital Management LLC 25 East Erie Street Chicago, Illinois 60611 USA</p> <p><b>Auditor:</b> Ernst &amp; Young 7, Parc d'Activité Syrdall L-5365 Munsbach</p> <p><b>Promoter:</b> VP Bank (Luxembourg) S.A. 26, avenue de la Liberté L-1930 Luxembourg</p> <p><b>Supervisory Authority:</b> Commission de Surveillance du Secteur Financier, Luxembourg</p> <p><b>Launch Date:</b> 31 March 2006</p>
<b>Further information</b>	Please contact VPB Finance S.A. B.P. 923, L-2019 Luxembourg