



## Prospectus

**O'Shares FTSE Russell Small Cap Quality Dividend ETF (OUSM)**

**O'Shares FTSE Russell International Quality Dividend ETF (ONTL)**

**O'Shares FTSE Russell International Quality Dividend ETF (Currency Hedged) (ONTH)\***

**O'Shares FTSE Russell Emerging Markets Quality Dividend ETF (OEEM)\***

**O'Shares FTSE Russell Emerging Markets Quality Dividend ETF (Currency Hedged) (OEMH)\***

**December 28, 2016, as revised March 17, 2017**

The Funds listed above with an asterisk (\*) have not yet commenced operations as of the date of this Prospectus and, therefore, are currently not offered for sale to or available for purchase by shareholders.

Shares of the Funds are not individually redeemable and the owners of shares may purchase or redeem shares from each Fund in Creation Units only. The purchase and sale price of individual shares trading on an Exchange may be below, at or above the most recently calculated net asset value ("NAV") for such shares. Shares are listed for trading on NYSE Arca, Inc. ("Exchange" or "NYSE Arca").

The Securities and Exchange Commission ("SEC") has not approved or disapproved these securities or passed upon the accuracy or adequacy of this Prospectus. Any representation to the contrary is a criminal offense.

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## **Fund Summaries**

### **O'Shares FTSE Russell Small Cap Quality Dividend ETF**

#### **Investment Objective**

The Fund seeks to track the performance (before fees and expenses) of the FTSE USA Small Cap Qual/Vol/Yield 3% Capped Factor Index (the "U.S. Small Cap Target Index").

#### **Fees and Expenses**

This table describes the fees and expenses you may pay if you buy and hold shares in the Fund. Transaction costs that may be incurred by the investor such as brokerage commissions for buying and selling securities are not reflected in the table below.

#### **Annual Fund Operating Expenses (expenses you pay each year as a % of the value of your investment)**

Management Fees	0.48%
Distribution and/or Service (12b-1) Fees <sup>(1)</sup>	0.00%
Other Expenses <sup>(2)</sup>	0.00%
<b>Total Annual Fund Operating Expenses</b>	<b>0.48%</b>

<sup>(1)</sup> Pursuant to a Rule 12b-1 distribution and service plan ("Plan"), the Fund may bear a 12b-1 fee not to exceed 0.25% per annum of the Fund's average daily net assets. However, no such fee is currently paid by the Fund, and the Board of Trustees (the "Board") of OSI ETF Trust (the "Trust") has not currently approved the commencement of any payments under the Plan.

<sup>(2)</sup> Based on estimated amounts for the current fiscal year.

#### **Example**

The following example is intended to help you compare the cost of investing in the Fund with the costs of investing in other funds. The example assumes that you invest \$10,000 in the Fund for the time periods indicated and then sell all of your shares at the end of those periods. The example also assumes that your investment has a 5% return each year and that the Fund's operating expenses remain the same each year. The example does not reflect any brokerage commissions that you may pay on purchases and sales of Fund shares. Although your actual costs may be higher or lower, based on these assumptions, whether you do or do not sell your shares, your costs would be:

<u>1 YEAR</u>	<u>3 YEARS</u>
\$49	\$154

#### **Portfolio Turnover**

The Fund pays transaction costs, such as commissions, when it buys and sells securities (or "turns over" its portfolio). A higher turnover rate may indicate higher transaction costs and may result in higher taxes when the Fund's shares are held in a taxable account. These costs, which are not reflected in annual fund operating expenses or the example, affect the Fund's performance. Because the Fund has not yet commenced operations, it does not have a portfolio turnover rate to provide.

#### **Principal Investment Strategies**

The Fund seeks to track the performance (before fees and expenses) of the U.S. Small Cap Target Index.

The U.S. Small Cap Target Index is designed to reflect the performance of publicly-listed small capitalization dividend-paying issuers in the United States exhibiting high quality, low volatility and high dividend yields, as determined by FTSE-Russell (the "Index Provider"). The quality and low volatility factors are designed to reduce exposure to high dividend equities that have experienced large price declines, as may occur with some dividend investing strategies.

The constituents of the U.S. Small Cap Target Index are selected from the FTSE USA Small Cap Index. As of November 30, 2016, the U.S. Small Cap Target Index consisted of 339 securities with a market capitalization range of between \$333.6 million and \$8.7 billion, with an average market capitalization of \$3.9 billion.

The U.S. Small Cap Target Index is constructed using a proprietary, rules-based methodology designed to select equity securities from the FTSE USA Small Cap Index that have exposure to the following three factors: 1) quality, 2) low volatility and 3) yield. The “quality” factor combines measures of profitability (return on assets, asset turnover ratio and accruals) and leverage. The “low volatility” factor is calculated using the standard deviation of five years of weekly local total returns. The “yield” factor is calculated using the company’s twelve month trailing dividend yield. Consecutive “factor tilts” are applied to the equity securities in the FTSE USA Small Cap Index, resulting in the re-weighting of the equity securities according to the scores assigned to these factors. Equity securities with the smallest product of factor scores are removed while ensuring that certain constraints (e.g., diversification, capacity and industry) are satisfied, thereby adjusting the final weights in the U.S. Small Cap Target Index. Individual index constituent weights are capped at 3% at each quarterly rebalance to avoid overexposure to any single security. The U.S. Small Cap Target Index’s investable universe includes real estate investment trusts (“REITs”).

The Fund expects to employ a replication strategy in seeking to track the performance of the U.S. Small Cap Target Index, which means it intends to replicate the constituent securities of the U.S. Small Cap Target Index as closely as possible. In certain circumstances, when it may not be possible or practicable to fully implement a replication strategy, the Fund may use a representative sampling strategy whereby the Fund would hold a significant number of the component securities of the U.S. Small Cap Target Index, but may not track the U.S. Small Cap Target Index with the same degree of accuracy as would an investment vehicle replicating the entire index.

Under normal market conditions, the Fund will invest at least 80% of its total assets in the components of the U.S. Small Cap Target Index. To the extent that the U.S. Small Cap Target Index concentrates (i.e., holds 25% or more of its net assets) in the securities of a particular industry or group of industries, the Fund is expected to concentrate to approximately the same extent.

The Fund may invest up to 20% of its total assets in investments not included in the U.S. Small Cap Target Index, but which Vident Investment Advisory, LLC (the “Sub-Adviser”) believes will help the Fund track the U.S. Small Cap Target Index. For example, there may be instances in which the Sub-Adviser may choose to purchase or sell investments including exchange-traded fund (“ETF”) and other investment company securities, and cash and cash equivalents as substitutes for one or more U.S. Small Cap Target Index components or in anticipation of changes in the U.S. Small Cap Target Index’s components.

The Index Provider, in consultation with an affiliate of O’Shares Investment Advisers, LLC (the “Adviser”), developed the U.S. Small Cap Target Index methodology. The Index Provider is responsible for the ongoing maintenance, calculation and administration of the U.S. Small Cap Target Index.

### **Principal Investment Risks**

There can be no guarantee that the Fund will achieve its investment objective. The Fund is an ETF, not a bank deposit, and is not guaranteed or insured by the Federal Deposit Insurance Corporation or any other government agency. The value of your investment may fall, sometimes sharply, and you could lose money by investing in the Fund.

**Authorized Participants Concentration Risk.** The Fund has a limited number of financial institutions that may act as authorized participants (“Authorized Participants”). To the extent they cannot or are otherwise unwilling to engage in creation and redemption transactions with the Fund and no other Authorized Participant steps in, shares of the Fund may trade like closed-end fund shares at a significant discount to net asset value (“NAV”) and may face trading halts and/or delisting from the Exchange. This risk may be more pronounced in volatile markets, potentially where there are significant redemptions in ETFs generally.

**Cash and Cash Equivalents Risk.** Holding cash or cash equivalents, even strategically, may lead to missed investment opportunities. This is particularly true when the market for other investments in which the Fund may invest is rapidly rising.

**Concentration Risk.** To the extent that the U.S. Small Cap Target Index is concentrated in a particular industry or group of industries, the Fund is also expected to be concentrated in that industry or group of industries, which may subject the Fund to a greater loss as a result of adverse economic, business or other developments affecting that industry or group of industries.

**Dividend-Paying Stocks Risk.** The Fund’s emphasis on dividend-paying stocks involves the risk that such stocks may fall out of favor with investors and underperform the market. Also, a company may reduce or eliminate its dividend after the Fund’s purchase of such a company’s securities.

**Equity Investing Risk.** An investment in the Fund involves risks similar to those of investing in any fund holding equity securities, such as market fluctuations, changes in interest rates and perceived trends in stock prices. The values of equity securities could decline generally or could underperform other investments. In addition, securities may decline in value due to factors affecting a specific issuer, market or securities markets generally.

**ETFs and Other Investment Companies Risk.** The risks of investing in securities of ETFs and other investment companies typically reflect the risks of the types of instruments in which the underlying ETF or other investment company invests. In addition, with such investments, the Fund indirectly bears its proportionate share of the fees and expenses of the underlying entity. As a result, the Fund's operating expenses may be higher and performance may be lower.

**Index-Related Risk.** The Fund is managed with an investment strategy that attempts to track the performance of the U.S. Small Cap Target Index. As a result, the Fund expects to hold constituent securities of the U.S. Small Cap Target Index regardless of their current or projected performance. Maintaining investments in securities regardless of market conditions or the performance of individual securities could cause the Fund's return to be lower than if the Fund employed an active strategy.

There is no assurance that the Index Provider will compile the U.S. Small Cap Target Index accurately, or that the U.S. Small Cap Target Index will be determined, composed or calculated accurately. While the Index Provider provides descriptions of what the U.S. Small Cap Target Index is designed to achieve, the Index Provider does not guarantee the quality, accuracy or completeness of data in respect of its indices, and does not guarantee that the U.S. Small Cap Target Index will be in line with its described index methodology. Any gains, losses or costs to the Fund that are caused by Index Provider errors will therefore be borne by the Fund and its shareholders. The U.S. Small Cap Target Index is new and has a limited performance history. The foregoing risks may be greater for a new index.

**Liquidity Risk.** Liquidity risk exists when investments are difficult to purchase or sell. This can reduce the Fund's returns because the Fund or an entity in which it invests may be unable to transact at advantageous times or prices.

**Market Events Risk.** The market values of the Fund's investments, and therefore the value of the Fund's shares, will go up and down, sometimes rapidly or unpredictably. Market risk may affect a single issuer, industry or section of the economy, or it may affect the market as a whole. Turbulence in the financial markets and reduced liquidity may negatively affect issuers, which could have an adverse effect on the Fund. In addition, there is a risk that policy changes by the U.S. Government, Federal Reserve and/or other government actors, such as increasing interest rates, could cause increased volatility in financial markets and disruption in the creation/redemption process of the Fund, which could have a negative impact on the Fund.

**Multifactor Risk.** The U.S. Small Cap Target Index, and thus the Fund, seeks to achieve specific factor exposures. There can be no assurance that targeting exposure to such factors will enhance the Fund's performance over time, and targeting exposure to certain factors may detract from performance in some market environments. There is no guarantee the Index Provider's methodology will be successful in creating an index that achieves the specific factor exposures.

**Premium-Discount Risk.** Fund shares may trade above or below their NAV on the Exchange. The market prices of Fund shares will generally fluctuate in accordance with changes in NAV as well as the relative supply of, and demand for, Fund shares. Therefore, you may pay more than NAV when you buy shares of the Fund on the Exchange, and you may receive less than NAV when you sell those shares on the Exchange. This risk is separate and distinct from the risk that the NAV of Fund shares may decrease.

**Quality Stocks Risk.** Quality investing entails investing in securities of companies with high returns on equity, stable earnings per share growth, and low financial leverage. This style of investing is subject to the risk that the past performance of these companies does not continue or that the returns on "quality" equity securities are less than returns on other styles of investing or the overall stock market. In addition, there may be periods when quality investing is out of favor and during which the investment performance of a fund using a quality strategy may suffer.

**REIT Risk.** A REIT is a company that owns or finances income-producing real estate. The Fund, through its investments in REITs, is subject to the risks of investing in the real estate market, including decreases in property revenues, increases in interest rates, increases in property taxes and operating expenses, legal and regulatory changes, a lack of credit or capital, defaults by borrowers or tenants, environmental problems and natural disasters.

REITs are subject to additional risks, including those related to adverse governmental actions, declines in property value and the real estate market, and the potential failure to qualify for tax-free pass through of income and exemption from registration as an investment company. REITs are dependent upon specialized management skills and may invest in

relatively few properties, a small geographic area or a small number of property types. As a result, investments in REITs may be volatile. To the extent the Fund invests in REITs concentrated in specific geographic areas or property types, the Fund may be subject to a greater loss as a result of adverse developments affecting such area or property types. REITs are pooled investment vehicles with their own fees and expenses and the Fund will indirectly bear a proportionate share of those fees and expenses.

**Sampling Risk.** To the extent the Fund uses a representative sampling approach, it will hold a smaller number of securities than are in the U.S. Small Cap Target Index. As a result, an adverse development respecting a security held by the Fund could result in a greater decline in NAV than would be the case if the Fund held all of the securities in the U.S. Small Cap Target Index. Conversely, a positive development relating to a security in the U.S. Small Cap Target Index that is not held by the Fund could cause the Fund to underperform the U.S. Small Cap Target Index. To the extent the assets in the Fund are smaller, these risks will be greater.

**Secondary Market Trading Risk.** Investors buying or selling Fund shares in the secondary market may pay brokerage commissions or other charges, which may be a significant proportional cost for investors seeking to buy or sell relatively small amounts of Fund shares. Although the Fund's shares are listed on the Exchange, there can be no assurance that an active or liquid trading market for them will develop or be maintained. In addition, trading in Fund shares on the Exchange may be halted.

**Sector Risk.** To the extent the U.S. Small Cap Target Index, and thereby the Fund, emphasizes, from time to time, investments in a particular sector, the Fund is subject to a greater degree to the risks particular to that sector. Market conditions, interest rates, and economic, regulatory, or financial developments could significantly affect all the securities in a single sector. If the Fund invests in a few sectors, it may have increased exposure to the price movements of those sectors.

**Small Capitalization Securities Risk.** The securities of small capitalization companies are often more volatile and less liquid than the stocks of larger companies and may be more affected than other types of securities during market downturns. Compared to larger companies, small capitalization companies may have a shorter history of operations, and may have limited product lines, markets or financial resources.

**Tracking Error Risk.** Tracking error is the divergence of the Fund's performance from that of the U.S. Small Cap Target Index. Tracking error may occur due to, among other things, fees and expenses paid by the Fund, including the cost of buying and selling securities, that are not reflected in the U.S. Small Cap Target Index. If the Fund is small, it may experience greater tracking error. If the Fund is not fully invested, holding cash balances may prevent it from tracking the U.S. Small Cap Target Index. In addition, the Fund's NAV may deviate from the U.S. Small Cap Target Index if the Fund fair values a portfolio security at a price other than the price used by the U.S. Small Cap Target Index for that security. To the extent the Fund uses a representative sampling strategy to track the U.S. Small Cap Target Index, such a strategy may produce greater tracking error than if the Fund employed a full replication strategy.

**Volatility Risk.** There is a risk that the present and future volatility of a security, relative to the FTSE USA Small Cap Index, will not be the same as it historically has been and thus that the U.S. Small Cap Target Index will not be exposed to the less volatile securities in the FTSE USA Small Cap Index. Volatile stocks are subject to sharp swings in value.

## **Performance Information**

Performance information will be available in the Prospectus after the Fund has been in operation for one full calendar year. When provided, the information will provide some indication of the risks of investing in the Fund by showing how the Fund's average annual returns compare with a broad measure of market performance. Past performance does not necessarily indicate how the Fund will perform in the future.

## **Management**

*Investment Adviser:* O'Shares Investment Advisers, LLC

*Sub-Adviser:* Vident Investment Advisory, LLC

*Portfolio Manager:* Denise M. Krisko, CFA, President and Co-Founder of the Sub-Adviser and the portfolio manager of the Fund, is responsible for the day-to-day management of the Fund's portfolio. Ms. Krisko has managed the Fund since its inception.

**Purchase and Sale of Fund Shares**

The Fund is an ETF. Individual Fund shares may only be purchased and sold on a national securities exchange through a broker-dealer and investors may pay a commission to such broker-dealers in connection with their purchase or sale. The price of Fund shares is based on market price, and because ETF shares trade at market prices rather than NAV, shares may trade at a price greater than NAV (a premium) or less than NAV (a discount). The Fund will only issue or redeem shares aggregated into blocks of 50,000 shares or multiples thereof (“Creation Units”) to Authorized Participants who have entered into agreements with the Fund’s distributor. The Fund will issue or redeem Creation Units in return for a basket of assets that the Fund specifies each day.

**Tax Information**

The Fund’s distributions are expected to be taxable as ordinary income or capital gains, unless you are investing through a tax-deferred arrangement, such as a 401(k) plan or an individual retirement account. Such tax-deferred arrangements may be taxed as ordinary income upon withdrawal of monies from those arrangements.

**Payments to Broker-Dealers and Other Financial Intermediaries**

If you purchase the Fund through a broker-dealer or other financial intermediary (such as a bank), the Adviser or its related companies may pay the intermediary for the sale of Fund shares and related services. These payments may create a conflict of interest by influencing the broker-dealer or other intermediary and your salesperson to recommend the Fund over another investment. Ask your salesperson or visit your financial intermediary’s web site for more information.

## O'Shares FTSE Russell International Quality Dividend ETF

### Investment Objective

The Fund seeks to track the performance (before fees and expenses) of the FTSE Developed ex US Qual/Vol/Yield 5% Capped Factor Index (the "International Target Index").

### Fees and Expenses

This table describes the fees and expenses you may pay if you buy and hold shares in the Fund. Transaction costs that may be incurred by the investor such as brokerage commissions for buying and selling securities are not reflected in the table below.

#### Annual Fund Operating Expenses (expenses you pay each year as a % of the value of your investment)

Management Fees	0.48%
Distribution and/or Service (12b-1) Fees <sup>(1)</sup>	0.00%
Other Expenses <sup>(2)</sup>	0.00%
<b>Total Annual Fund Operating Expenses</b>	<b>0.48%</b>

<sup>(1)</sup> Pursuant to a Rule 12b-1 distribution and service plan ("Plan"), the Fund may bear a 12b-1 fee not to exceed 0.25% per annum of the Fund's average daily net assets. However, no such fee is currently paid by the Fund, and the Board of Trustees (the "Board") of OSI ETF Trust (the "Trust") has not currently approved the commencement of any payments under the Plan.

<sup>(2)</sup> Based on estimated amounts for the current fiscal year.

### Example

The following example is intended to help you compare the cost of investing in the Fund with the costs of investing in other funds. The example assumes that you invest \$10,000 in the Fund for the time periods indicated and then sell all of your shares at the end of those periods. The example also assumes that your investment has a 5% return each year and that the Fund's operating expenses remain the same each year. The example does not reflect any brokerage commissions that you may pay on purchases and sales of Fund shares. Although your actual costs may be higher or lower, based on these assumptions, whether you do or do not sell your shares, your costs would be:

<u>1 YEAR</u>	<u>3 YEARS</u>
\$49	\$154

### Portfolio Turnover

The Fund pays transaction costs, such as commissions, when it buys and sells securities (or "turns over" its portfolio). A higher turnover rate may indicate higher transaction costs and may result in higher taxes when the Fund's shares are held in a taxable account. These costs, which are not reflected in annual fund operating expenses or the example, affect the Fund's performance. Because the Fund has not yet commenced operations, it does not have a portfolio turnover rate to provide.

### Principal Investment Strategies

The Fund seeks to track the performance (before fees and expenses) of the International Target Index.

The International Target Index is designed to reflect the performance of publicly-listed large capitalization and mid-capitalization dividend-paying international issuers exhibiting high quality, low volatility and high dividend yields, as determined by FTSE-Russell (the "Index Provider"). The quality and low volatility factors are designed to reduce exposure to high dividend equities that have experienced large price declines, as may occur with some dividend investing strategies.

The constituents of the International Target Index are selected from the FTSE Developed ex US Index. As of November 30, 2016, the International Target Index consisted of 462 securities with a market capitalization range of between \$359.1 million and \$207.1 billion, with an average market capitalization of \$53.4 billion.

The International Target Index is constructed using a proprietary, rules-based methodology designed to select equity securities from the FTSE Developed ex US Index that have exposure to the following three factors: 1) quality, 2) low



volatility and 3) yield. The “quality” factor combines measures of profitability (return on assets, asset turnover ratio and accruals) and leverage. The “low volatility” factor is calculated using the standard deviation of five years of weekly local total returns. The “yield” factor is calculated using the company’s twelve month trailing dividend yield. Consecutive “factor tilts” are applied to the equity securities in the FTSE Developed ex US Index, resulting in the re-weighting of the equity securities according to the scores assigned to these factors. Equity securities with the smallest product of factor scores are removed while ensuring that certain constraints (e.g., diversification, capacity, country and industry) are satisfied, thereby adjusting the final weights in the International Target Index. Individual index constituent weights are capped at 5% at each quarterly rebalance to avoid overexposure to any single security. The International Target Index’s investable universe includes real estate investment trusts (“REITs”).

The Fund expects to employ a replication strategy in seeking to track the performance of the International Target Index, which means it intends to replicate the constituent securities of the International Target Index as closely as possible. In certain circumstances, when it may not be possible or practicable to fully implement a replication strategy, the Fund may use a representative sampling strategy whereby the Fund would hold a significant number of the component securities of the International Target Index, but may not track the International Target Index with the same degree of accuracy as would an investment vehicle replicating the entire index.

Under normal market conditions, the Fund will invest at least 80% of its total assets in the components of the International Target Index and in depositary receipts representing such securities. To the extent that the International Target Index concentrates (i.e., holds 25% or more of its net assets) in the securities of a particular industry or group of industries, the Fund is expected to concentrate to approximately the same extent.

The Fund may invest up to 20% of its total assets in investments not included in the International Target Index, but which Vident Investment Advisory, LLC (the “Sub-Adviser”) believes will help the Fund track the International Target Index. For example, there may be instances in which the Sub-Adviser may choose to purchase or sell investments including exchange-traded fund (“ETF”) and other investment company securities, and cash and cash equivalents as substitutes for one or more International Target Index components or in anticipation of changes in the International Target Index’s components.

The Index Provider, in consultation with an affiliate of O’Shares Investment Advisers, LLC (the “Adviser”), developed the International Target Index methodology. The Index Provider is responsible for the ongoing maintenance, calculation and administration of the International Target Index.

### **Principal Investment Risks**

There can be no guarantee that the Fund will achieve its investment objective. The Fund is an ETF, not a bank deposit, and is not guaranteed or insured by the Federal Deposit Insurance Corporation or any other government agency. The value of your investment may fall, sometimes sharply, and you could lose money by investing in the Fund.

**Authorized Participants Concentration Risk.** The Fund has a limited number of financial institutions that may act as authorized participants (“Authorized Participants”). To the extent they cannot or are otherwise unwilling to engage in creation and redemption transactions with the Fund and no other Authorized Participant steps in, shares of the Fund may trade like closed-end fund shares at a significant discount to net asset value (“NAV”) and may face trading halts and/or delisting from the Exchange. This risk may be more pronounced in volatile markets, potentially where there are significant redemptions in ETFs generally.

**Cash and Cash Equivalents Risk.** Holding cash or cash equivalents, even strategically, may lead to missed investment opportunities. This is particularly true when the market for other investments in which the Fund may invest is rapidly rising.

**Concentration Risk.** To the extent that the International Target Index is concentrated in a particular industry or group of industries, the Fund is also expected to be concentrated in that industry or group of industries, which may subject the Fund to a greater loss as a result of adverse economic, business or other developments affecting that industry or group of industries.

**Depositary Receipts Risk.** The risks of investments in depositary receipts are substantially similar to Foreign Investment Risk. In addition, depositary receipts may not track the price of the underlying foreign securities and their value may change materially at times when the U.S. markets are not open for trading.

**Dividend-Paying Stocks Risk.** The Fund's emphasis on dividend-paying stocks involves the risk that such stocks may fall out of favor with investors and underperform the market. Also, a company may reduce or eliminate its dividend after the Fund's purchase of such a company's securities.

**Equity Investing Risk.** An investment in the Fund involves risks similar to those of investing in any fund holding equity securities, such as market fluctuations, changes in interest rates and perceived trends in stock prices. The values of equity securities could decline generally or could underperform other investments. In addition, securities may decline in value due to factors affecting a specific issuer, market or securities markets generally.

**ETFs and Other Investment Companies Risk.** The risks of investing in securities of ETFs and other investment companies typically reflect the risks of the types of instruments in which the underlying ETF or other investment company invests. In addition, with such investments, the Fund indirectly bears its proportionate share of the fees and expenses of the underlying entity. As a result, the Fund's operating expenses may be higher and performance may be lower.

**Foreign Investment Risk.** Returns on investments in foreign securities could be more volatile than, or trail the returns on, investments in U.S. securities. Exposures to foreign securities entail special risks, including due to: differences in information available about foreign issuers; differences in investor protection standards in other jurisdictions; capital controls risks, including the risk of a foreign jurisdiction imposing restrictions on the ability to repatriate or transfer currency or other assets; political, diplomatic and economic risks; regulatory risks; and foreign market and trading risks, including the costs of trading and risks of settlement in foreign jurisdictions. Current political uncertainty surrounding the European Union ("EU") and its membership, including the 2016 referendum in which the United Kingdom voted to exit the EU, may increase market volatility. In addition, the Fund's investments in securities denominated in other currencies could decline due to changes in local currency relative to the value of the U.S. dollar, which may affect the Fund's returns.

**Geographic Concentration Risk.** Because the Fund's investments may be concentrated in a particular geographic region or country, the value of Fund shares may be affected by events that adversely affect that region or country and may fluctuate more than that of a less concentrated fund.

**Index-Related Risk.** The Fund is managed with an investment strategy that attempts to track the performance of the International Target Index. As a result, the Fund expects to hold constituent securities of the International Target Index regardless of their current or projected performance. Maintaining investments in securities regardless of market conditions or the performance of individual securities could cause the Fund's return to be lower than if the Fund employed an active strategy.

There is no assurance that the Index Provider will compile the International Target Index accurately, or that the International Target Index will be determined, composed or calculated accurately. While the Index Provider provides descriptions of what the International Target Index is designed to achieve, the Index Provider does not guarantee the quality, accuracy or completeness of data in respect of its indices, and does not guarantee that the International Target Index will be in line with its described index methodology. Any gains, losses or costs to the Fund that are caused by Index Provider errors will therefore be borne by the Fund and its shareholders. The International Target Index is new and has a limited performance history. The foregoing risks may be greater for a new index.

**International Closed Market Trading Risk.** Because the Fund's underlying securities trade on markets that may be closed when the Exchange is open, there are likely to be deviations between current pricing of an underlying security and stale pricing resulting in the Fund trading at a discount or premium to NAV that may be greater than those incurred by other ETFs.

**Large Capitalization Securities Risk.** The securities of large market capitalization companies may underperform other segments of the market because such companies may be less responsive to competitive challenges and opportunities and may be unable to attain high growth rates during periods of economic expansion.

**Liquidity Risk.** Liquidity risk exists when investments are difficult to purchase or sell. This can reduce the Fund's returns because the Fund or an entity in which it invests may be unable to transact at advantageous times or prices.

**Market Events Risk.** The market values of the Fund's investments, and therefore the value of the Fund's shares, will go up and down, sometimes rapidly or unpredictably. Market risk may affect a single issuer, industry or section of the economy, or it may affect the market as a whole. Turbulence in the financial markets and reduced liquidity may negatively affect issuers, which could have an adverse effect on the Fund. In addition, there is a risk that policy changes by the

U.S. Government, Federal Reserve and/or other government actors, such as increasing interest rates, could cause increased volatility in financial markets and disruption in the creation/redemption process of the Fund, which could have a negative impact on the Fund.

**Mid-Capitalization Securities Risk.** The securities of mid-capitalization companies are often more volatile and less liquid than the securities of larger companies and may be more affected than other types of securities during market downturns. Compared to larger companies, mid-capitalization companies may have a shorter history of operations, and may have limited product lines, markets or financial resources.

**Multifactor Risk.** The International Target Index, and thus the Fund, seeks to achieve specific factor exposures. There can be no assurance that targeting exposure to such factors will enhance the Fund's performance over time, and targeting exposure to certain factors may detract from performance in some market environments. There is no guarantee the Index Provider's methodology will be successful in creating an index that achieves the specific factor exposures.

**Premium-Discount Risk.** Fund shares may trade above or below their NAV on the Exchange. The market prices of Fund shares will generally fluctuate in accordance with changes in NAV as well as the relative supply of, and demand for, Fund shares. Therefore, you may pay more than NAV when you buy shares of the Fund on the Exchange, and you may receive less than NAV when you sell those shares on the Exchange. This risk is separate and distinct from the risk that the NAV of Fund shares may decrease.

**Quality Stocks Risk.** Quality investing entails investing in securities of companies with high returns on equity, stable earnings per share growth, and low financial leverage. This style of investing is subject to the risk that the past performance of these companies does not continue or that the returns on "quality" equity securities are less than returns on other styles of investing or the overall stock market. In addition, there may be periods when quality investing is out of favor and during which the investment performance of a fund using a quality strategy may suffer.

**REIT Risk.** A REIT is a company that owns or finances income-producing real estate. The Fund, through its investments in REITs, is subject to the risks of investing in the real estate market, including decreases in property revenues, increases in interest rates, increases in property taxes and operating expenses, legal and regulatory changes, a lack of credit or capital, defaults by borrowers or tenants, environmental problems and natural disasters.

REITs are subject to additional risks, including those related to adverse governmental actions, declines in property value and the real estate market, and the potential failure to qualify for tax-free pass through of income and exemption from registration as an investment company. REITs are dependent upon specialized management skills and may invest in relatively few properties, a small geographic area or a small number of property types. As a result, investments in REITs may be volatile. To the extent the Fund invests in REITs concentrated in specific geographic areas or property types, the Fund may be subject to a greater loss as a result of adverse developments affecting such area or property types. REITs are pooled investment vehicles with their own fees and expenses and the Fund will indirectly bear a proportionate share of those fees and expenses.

**Sampling Risk.** To the extent the Fund uses a representative sampling approach, it will hold a smaller number of securities than are in the International Target Index. As a result, an adverse development respecting a security held by the Fund could result in a greater decline in NAV than would be the case if the Fund held all of the securities in the International Target Index. Conversely, a positive development relating to a security in the International Target Index that is not held by the Fund could cause the Fund to underperform the International Target Index. To the extent the assets in the Fund are smaller, these risks will be greater.

**Secondary Market Trading Risk.** Investors buying or selling Fund shares in the secondary market may pay brokerage commissions or other charges, which may be a significant proportional cost for investors seeking to buy or sell relatively small amounts of Fund shares. Although the Fund's shares are listed on the Exchange, there can be no assurance that an active or liquid trading market for them will develop or be maintained. In addition, trading in Fund shares on the Exchange may be halted.

**Sector Risk.** To the extent the International Target Index, and thereby the Fund, emphasizes, from time to time, investments in a particular sector, the Fund is subject to a greater degree to the risks particular to that sector. Market conditions, interest rates, and economic, regulatory, or financial developments could significantly affect all the securities in a single sector. If the Fund invests in a few sectors, it may have increased exposure to the price movements of those sectors.

**Tracking Error Risk.** Tracking error is the divergence of the Fund's performance from that of the International Target Index. Tracking error may occur due to, among other things, fees and expenses paid by the Fund, including the cost of buying and selling securities, that are not reflected in the International Target Index. If the Fund is small, it may experience greater tracking error. If the Fund is not fully invested, holding cash balances may prevent it from tracking the International Target Index. In addition, the Fund's NAV may deviate from the International Target Index if the Fund fair values a portfolio security at a price other than the price used by the International Target Index for that security. To the extent the Fund uses a representative sampling strategy to track the International Target Index, such a strategy may produce greater tracking error than if the Fund employed a full replication strategy.

**Volatility Risk.** There is a risk that the present and future volatility of a security, relative to the FTSE Developed ex US Index, will not be the same as it historically has been and thus that the International Target Index will not be exposed to the less volatile securities in the FTSE Developed ex US Index. Volatile stocks are subject to sharp swings in value.

### **Performance Information**

Performance information will be available in the Prospectus after the Fund has been in operation for one full calendar year. When provided, the information will provide some indication of the risks of investing in the Fund by showing how the Fund's average annual returns compare with a broad measure of market performance. Past performance does not necessarily indicate how the Fund will perform in the future.

### **Management**

*Investment Adviser:* O'Shares Investment Advisers, LLC

*Sub-Adviser:* Vident Investment Advisory, LLC

*Portfolio Manager:* Denise M. Krisko, CFA, President and Co-Founder of the Sub-Adviser and the portfolio manager of the Fund, is responsible for the day-to-day management of the Fund's portfolio. Ms. Krisko has managed the Fund since its inception.

### **Purchase and Sale of Fund Shares**

The Fund is an ETF. Individual Fund shares may only be purchased and sold on a national securities exchange through a broker-dealer and investors may pay a commission to such broker-dealers in connection with their purchase or sale. The price of Fund shares is based on market price, and because ETF shares trade at market prices rather than NAV, shares may trade at a price greater than NAV (a premium) or less than NAV (a discount). The Fund will only issue or redeem shares aggregated into blocks of 50,000 shares or multiples thereof ("Creation Units") to Authorized Participants who have entered into agreements with the Fund's distributor. The Fund will issue or redeem Creation Units in return for a basket of assets that the Fund specifies each day.

### **Tax Information**

The Fund's distributions are expected to be taxable as ordinary income or capital gains, unless you are investing through a tax-deferred arrangement, such as a 401(k) plan or an individual retirement account. Such tax-deferred arrangements may be taxed as ordinary income upon withdrawal of monies from those arrangements.

### **Payments to Broker-Dealers and Other Financial Intermediaries**

If you purchase the Fund through a broker-dealer or other financial intermediary (such as a bank), the Adviser or its related companies may pay the intermediary for the sale of Fund shares and related services. These payments may create a conflict of interest by influencing the broker-dealer or other intermediary and your salesperson to recommend the Fund over another investment. Ask your salesperson or visit your financial intermediary's web site for more information.

## O'Shares FTSE Russell International Quality Dividend ETF (Currency Hedged)

### Investment Objective

The Fund seeks to track the performance (before fees and expenses) of the FTSE Developed ex US Qual/Vol/Yield 5% Capped Factor 100% Hedged to USD Index (the "International Hedged Target Index").

### Fees and Expenses

This table describes the fees and expenses you may pay if you buy and hold shares in the Fund. Transaction costs that may be incurred by the investor such as brokerage commissions for buying and selling securities are not reflected in the table below.

#### Annual Fund Operating Expenses (expenses you pay each year as a % of the value of your investment)

Management Fees	0.58%
Distribution and/or Service (12b-1) Fees <sup>(1)</sup>	0.00%
Other Expenses <sup>(2)</sup>	0.00%
Acquired Fund Fees and Expenses <sup>(2),(3)</sup>	0.48%
<b>Total Annual Fund Operating Expenses</b>	<b>1.06%</b>
Fee Waiver <sup>(4)</sup>	0.48%
<b>Total Annual Fund Operating Expenses After Fee Waiver</b>	<b>0.58%</b>

<sup>(1)</sup> Pursuant to a Rule 12b-1 distribution and service plan ("Plan"), the Fund may bear a 12b-1 fee not to exceed 0.25% per annum of the Fund's average daily net assets. However, no such fee is currently paid by the Fund, and the Board of Trustees (the "Board") of OSI ETF Trust (the "Trust") has not currently approved the commencement of any payments under the Plan.

<sup>(2)</sup> Based on estimated amounts for the current fiscal year.

<sup>(3)</sup> "Acquired Fund Fees and Expenses" are expenses incurred indirectly by the Fund through its ownership of shares of other investment companies (such as business development companies and/or exchange-traded funds). They are not direct operating expenses paid by Fund shareholders and are not used to calculate the Fund's net asset value ("NAV") or presented in the Fund's Financial Highlights (when available).

<sup>(4)</sup> The Fund's investment adviser, O'Shares Investment Advisers, LLC (the "Adviser"), has entered into a written fee waiver agreement pursuant to which the Adviser has agreed to reduce its management fees in an amount equal to any Acquired Fund Fees and Expenses incurred by the Fund from its investments in the O'Shares FTSE Russell International Quality Dividend ETF until at least December 31, 2017. The fee waiver agreement may be terminated at any time by the Board, but may not be terminated by the Adviser during the term of the fee waiver agreement. The fee waiver agreement shall automatically terminate upon the termination of the advisory agreement with the Adviser or, with respect to the Fund, in the event of merger or liquidation of the Fund or the O'Shares FTSE Russell International Quality Dividend ETF (the "Underlying Fund").

### Example

The following example is intended to help you compare the cost of investing in the Fund with the costs of investing in other funds. The example assumes that you invest \$10,000 in the Fund for the time periods indicated and then sell all of your shares at the end of those periods. The example also assumes that your investment has a 5% return each year and that the Fund's operating expenses remain the same each year, except that the Fund's expenses are reduced during the first year by the fee waiver agreement described above. The example does not reflect any brokerage commissions that you may pay on purchases and sales of Fund shares. Although your actual costs may be higher or lower, based on these assumptions, whether you do or do not sell your shares, your costs would be:

<u>1 YEAR</u>	<u>3 YEARS</u>
\$59	\$289

### Portfolio Turnover

The Fund pays transaction costs, such as commissions, when it buys and sells securities (or "turns over" its portfolio). A higher turnover rate may indicate higher transaction costs and may result in higher taxes when the Fund's shares are held in a

taxable account. These costs, which are not reflected in annual fund operating expenses or the example, affect the Fund's performance. Because the Fund has not yet commenced operations, it does not have a portfolio turnover rate to provide.

### **Principal Investment Strategies**

The Fund seeks to track the performance (before fees and expenses) of the International Hedged Target Index.

The International Hedged Target Index is designed to reflect the performance of publicly-listed large capitalization and mid-capitalization dividend-paying international issuers exhibiting high quality, low volatility and high dividend yields, as determined by FTSE-Russell (the "Index Provider"). The quality and low volatility factors are designed to reduce exposure to high dividend equities that have experienced large price declines, as may occur with some dividend investing strategies.

The constituents of the International Hedged Target Index are selected from the FTSE Developed ex US Index. As of November 30, 2016, the International Hedged Target Index consisted of 462 securities with a market capitalization range of between \$359.1 million and \$207.1 billion, with an average market capitalization of \$53.4 billion.

The International Hedged Target Index is constructed using a proprietary, rules-based methodology designed to select equity securities from the FTSE Developed ex US Index that have exposure to the following three factors: 1) quality, 2) low volatility and 3) yield. The "quality" factor combines measures of profitability (return on assets, asset turnover ratio and accruals) and leverage. The "low volatility" factor is calculated using the standard deviation of five years of weekly local total returns. The "yield" factor is calculated using the company's twelve month trailing dividend yield. Consecutive "factor tilts" are applied to the equity securities in the FTSE Developed ex US Index, resulting in the re-weighting of the equity securities according to the scores assigned to these factors. Equity securities with the smallest product of factor scores are removed while ensuring that certain constraints (e.g., diversification, capacity, country and industry) are satisfied, thereby adjusting the final weights in the International Hedged Target Index. Individual index constituent weights are capped at 5% at each quarterly rebalance to avoid overexposure to any single security. The International Hedged Target Index's investable universe includes real estate investment trusts ("REITs").

The International Hedged Target Index hedges against fluctuations in the relative value of foreign currencies in which the International Hedged Target Index's components are denominated against the U.S. dollar. Thus, it is designed to have higher returns than an equivalent unhedged index when the component currencies are weakening relative to the U.S. dollar. Conversely, the International Hedged Target Index would be expected to have lower returns than an equivalent unhedged index when the component currencies are rising in value relative to the U.S. dollar. The International Hedged Target Index applies published one-month currency forward rates to the International Hedged Target Index's total foreign currency exposures to adjust the value of the foreign currencies against the U.S. dollar. The Fund intends to enter into forward currency contracts or futures contracts, both of which may be used to effectuate the hedging strategy embedded in the International Hedged Target Index. Although the hedged nature of the International Hedged Target Index is designed to minimize the impact of currency fluctuations on returns, it does not eliminate the Fund's exposure to foreign currency fluctuations. The return of the forward currency contracts and futures contracts will not perfectly offset the actual fluctuations between the component currencies and the U.S. dollar.

Under normal market conditions, the Fund will invest at least 80% of its total assets in the components of the International Hedged Target Index and in depositary receipts representing such securities ("80% policy"), including indirectly through the Underlying Fund. To the extent that the International Hedged Target Index concentrates (i.e., holds 25% or more of its net assets) in the securities of a particular industry or group of industries, the Fund is expected to concentrate to approximately the same extent.

Currently, the Fund achieves its investment objective by investing a substantial portion of its assets in the Underlying Fund. The Underlying Fund seeks to track the performance of its underlying index. The Underlying Fund expects to employ a replication strategy in seeking to track the performance of its underlying index, which means it intends to replicate the constituent securities of its underlying index as closely as possible. In certain circumstances, when it may not be possible or practicable to fully implement a replication strategy, the Underlying Fund may use a representative sampling strategy whereby the Underlying Fund would hold a significant number of the component securities of its underlying index, but may not track the index with the same degree of accuracy as would an investment vehicle replicating the entire index.

The Fund may invest up to 20% of its total assets in investments not included in the International Hedged Target Index, but which Vident Investment Advisory, LLC (the "Sub-Adviser") believes will help the Fund track the International Hedged Target Index. For example, there may be instances in which the Sub-Adviser may choose to purchase or sell

investments including exchange-traded fund (“ETF”) and other investment company securities, derivatives, and cash and cash equivalents as substitutes for one or more International Hedged Target Index components or in anticipation of changes in the International Hedged Target Index’s components.

The Index Provider, in consultation with an affiliate of the Adviser, developed the International Hedged Target Index methodology. The Index Provider is responsible for the ongoing maintenance, calculation and administration of the International Hedged Target Index.

### **Principal Investment Risks**

There can be no guarantee that the Fund will achieve its investment objective. The Fund is an ETF, not a bank deposit, and is not guaranteed or insured by the Federal Deposit Insurance Corporation or any other government agency. The value of your investment may fall, sometimes sharply, and you could lose money by investing in the Fund. For purposes of these Principal Investment Risks, references to the Fund include the Underlying Fund.

**Authorized Participants Concentration Risk.** The Fund has a limited number of financial institutions that may act as authorized participants (“Authorized Participants”). To the extent they cannot or are otherwise unwilling to engage in creation and redemption transactions with the Fund and no other Authorized Participant steps in, shares of the Fund may trade like closed-end fund shares at a significant discount to NAV and may face trading halts and/or delisting from the Exchange. This risk may be more pronounced in volatile markets, potentially where there are significant redemptions in ETFs generally.

**Cash and Cash Equivalents Risk.** Holding cash or cash equivalents, even strategically, may lead to missed investment opportunities. This is particularly true when the market for other investments in which the Fund may invest is rapidly rising.

**Concentration Risk.** To the extent that the International Hedged Target Index is concentrated in a particular industry or group of industries, the Fund is also expected to be concentrated in that industry or group of industries, which may subject the Fund to a greater loss as a result of adverse economic, business or other developments affecting that industry or group of industries.

**Depository Receipts Risk.** The risks of investments in depository receipts are substantially similar to Foreign Investment Risk. In addition, depository receipts may not track the price of the underlying foreign securities and their value may change materially at times when the U.S. markets are not open for trading.

**Derivatives Risk.** A derivative is a financial contract whose value depends on, or is derived from, changes in the value of one or more underlying assets, reference rates or indexes. Derivatives may involve risks different from, or greater than, those associated with more traditional investments. The use of derivatives can lead to losses due to adverse movements in the price or value of the underlying asset, index, currency or rate, which may be magnified by certain features of a derivative instrument. As a result of investing in derivatives, the Fund could lose more than the amount it invests. Derivatives may be highly illiquid, and the Fund may not be able to close out or sell a derivative position at a particular time or at an anticipated price. Derivatives also may be subject to counterparty risk, which includes the risk that a loss may be sustained by the Fund as a result of the insolvency or bankruptcy of, or other non-compliance by, the other party to the transaction.

**Dividend-Paying Stocks Risk.** The Fund’s exposure to dividend-paying stocks involves the risk that such stocks may fall out of favor with investors and underperform the market. Also, a company may reduce or eliminate its dividend after the Fund has gained exposure to such a company’s securities.

**Equity Investing Risk.** An investment in the Fund involves risks similar to those of investing in any fund with exposure to equity securities, such as market fluctuations, changes in interest rates and perceived trends in stock prices. The values of equity securities could decline generally or could underperform other investments. In addition, securities may decline in value due to factors affecting a specific issuer, market or securities markets generally.

**ETFs and Other Investment Companies Risk.** The Fund intends to invest a substantial portion of its assets in the Underlying Fund and may invest in other investment companies, including ETFs. The Fund’s investment performance is therefore likely to be directly related to the performance of the Underlying Fund. The Fund’s NAV will change with changes in the value of the Underlying Fund and other instruments in which the Fund invests based on their market valuations. The risks of investing in the Underlying Fund or securities of other ETFs and investment companies typically reflect the risks of the types of instruments in which the Underlying Fund or other ETF or other investment company

invests. In addition, with such investments, the Fund indirectly bears its proportionate share of the fees and expenses of the Underlying Fund or other ETF or investment company. As a result, the Fund's operating expenses may be higher and performance may be lower. An investment in the Fund will entail more costs and expenses than a direct investment in the Underlying Fund, including as a result of the currency hedging activity conducted by the Fund. As the Fund's allocation to the Underlying Fund changes from time to time, or to the extent that the expense ratio of the Underlying Fund changes, the weighted average operating expenses borne by the Fund may increase or decrease. The Fund may invest in other funds, including the Underlying Fund, advised by the Adviser. The Adviser may be subject to conflicts of interest in allocating Fund assets to other funds to the extent that the Adviser is paid a management fee both by the Fund and the fund in which the Fund invests.

**Foreign Investment Risk.** Returns on investments in foreign securities could be more volatile than, or trail the returns on, investments in U.S. securities. Exposures to foreign securities entail special risks, including due to: differences in information available about foreign issuers; differences in investor protection standards in other jurisdictions; capital controls risks, including the risk of a foreign jurisdiction imposing restrictions on the ability to repatriate or transfer currency or other assets; political, diplomatic and economic risks; regulatory risks; and foreign market and trading risks, including the costs of trading and risks of settlement in foreign jurisdictions. Current political uncertainty surrounding the European Union ("EU") and its membership, including the 2016 referendum in which the United Kingdom voted to exit the EU, may increase market volatility. In addition, unless perfectly hedged, the Fund's investments in securities denominated in other currencies could decline due to changes in local currency relative to the value of the U.S. dollar, which may affect the Fund's returns.

**Geographic Concentration Risk.** Because the Fund's investments may be concentrated in a particular geographic region or country, the value of Fund shares may be affected by events that adversely affect that region or country and may fluctuate more than that of a less concentrated fund.

**Hedging Risk.** The Fund's hedging strategies may not be successful, and even if they are successful, the Fund's exposure to foreign currency fluctuations is not expected to be fully hedged at all times. Hedging against a decline in the value of a currency does not eliminate fluctuations in the value of a portfolio security denominated in that currency or prevent a loss if the value of the security declines.

The primary risks associated with the use of forward and futures contracts are (i) the imperfect correlation between the price of the contract and the change in value of the underlying asset; (ii) possible lack of liquid secondary market for a forward contract and the resulting inability to close such a contract when desired; (iii) losses caused by unanticipated market movements, which are potentially unlimited; (iv) the inability to predict correctly the direction of securities prices, interest rates, currency exchange rates, and other economic factors; (v) the possibility that the counterparty to a forward contract will default in the performance of its obligations; and (vi) if the Fund has insufficient cash, it may have to sell investments to meet daily variation margin requirements on a futures contract, and the Fund may have to sell investments at a time when it may be disadvantageous to do so.

**Index-Related Risk.** The Fund is managed with an investment strategy that attempts to track the performance of the International Hedged Target Index. As a result, the Fund expects to hold constituent securities of the International Hedged Target Index regardless of their current or projected performance. Maintaining investments in securities regardless of market conditions or the performance of individual securities could cause the Fund's return to be lower than if the Fund employed an active strategy.

There is no assurance that the Index Provider will compile the International Hedged Target Index accurately, or that the International Hedged Target Index will be determined, composed or calculated accurately. While the Index Provider provides descriptions of what the International Hedged Target Index is designed to achieve, the Index Provider does not guarantee the quality, accuracy or completeness of data in respect of its indices, and does not guarantee that the International Hedged Target Index will be in line with its described index methodology. Any gains, losses or costs to the Fund that are caused by Index Provider errors will therefore be borne by the Fund and its shareholders. The International Hedged Target Index is new and has a limited performance history. The foregoing risks may be greater for a new index.

**International Closed Market Trading Risk.** Because the Fund's underlying securities trade on markets that may be closed when the Exchange is open, there are likely to be deviations between current pricing of an underlying security and stale pricing resulting in the Fund trading at a discount or premium to NAV that may be greater than those incurred by other ETFs.



**Large Capitalization Securities Risk.** The securities of large market capitalization companies may underperform other segments of the market because such companies may be less responsive to competitive challenges and opportunities and may be unable to attain high growth rates during periods of economic expansion.

**Liquidity Risk.** Liquidity risk exists when investments are difficult to purchase or sell. This can reduce the Fund's returns because the Fund may be unable to transact at advantageous times or prices.

**Market Events Risk.** The market values of the Fund's investments, and therefore the value of the Fund's shares, will go up and down, sometimes rapidly or unpredictably. Market risk may affect a single issuer, industry or section of the economy, or it may affect the market as a whole. Turbulence in the financial markets and reduced liquidity may negatively affect issuers, which could have an adverse effect on the Fund. In addition, there is a risk that policy changes by the U.S. Government, Federal Reserve and/or other government actors, such as increasing interest rates, could cause increased volatility in financial markets and disruption in the creation/redemption process of the Fund, which could have a negative impact on the Fund.

**Mid-Capitalization Securities Risk.** The securities of mid-capitalization companies are often more volatile and less liquid than the securities of larger companies and may be more affected than other types of securities during market downturns. Compared to larger companies, mid-capitalization companies may have a shorter history of operations, and may have limited product lines, markets or financial resources.

**Multifactor Risk.** The International Hedged Target Index, and thus the Fund, seeks to achieve specific factor exposures. There can be no assurance that targeting exposure to such factors will enhance the Fund's performance over time, and targeting exposure to certain factors may detract from performance in some market environments. There is no guarantee the Index Provider's methodology will be successful in creating an index that achieves the specific factor exposures.

**Premium-Discount Risk.** Fund shares may trade above or below their NAV on the Exchange. The market prices of Fund shares will generally fluctuate in accordance with changes in NAV as well as the relative supply of, and demand for, Fund shares. Therefore, you may pay more than NAV when you buy shares of the Fund on the Exchange, and you may receive less than NAV when you sell those shares on the Exchange. This risk is separate and distinct from the risk that the NAV of Fund shares may decrease.

**Quality Stocks Risk.** Quality investing entails investing in securities of companies with high returns on equity, stable earnings per share growth, and low financial leverage. This style of investing is subject to the risk that the past performance of these companies does not continue or that the returns on "quality" equity securities are less than returns on other styles of investing or the overall stock market. In addition, there may be periods when quality investing is out of favor and during which the investment performance of a fund using a quality strategy may suffer.

**REIT Risk.** A REIT is a company that owns or finances income-producing real estate. The Fund, through its investments in REITs, is subject to the risks of investing in the real estate market, including decreases in property revenues, increases in interest rates, increases in property taxes and operating expenses, legal and regulatory changes, a lack of credit or capital, defaults by borrowers or tenants, environmental problems and natural disasters.

REITs are subject to additional risks, including those related to adverse governmental actions, declines in property value and the real estate market, and the potential failure to qualify for tax-free pass through of income and exemption from registration as an investment company. REITs are dependent upon specialized management skills and may invest in relatively few properties, a small geographic area or a small number of property types. As a result, the Fund's exposure to REITs may be subject to volatility. To the extent the Fund invests in REITs concentrated in specific geographic areas or property types, the Fund may be subject to a greater loss as a result of adverse developments affecting such area or property types. REITs are pooled investment vehicles with their own fees and expenses and the Fund will indirectly bear a proportionate share of those fees and expenses.

**Sampling Risk.** To the extent the Underlying Fund uses a representative sampling approach, it will hold a smaller number of securities than are in its underlying index. As a result, an adverse development respecting a security held by the Underlying Fund could result in a greater decline in NAV than would be the case if the Underlying Fund held all of the securities in its underlying index. Conversely, a positive development relating to a security in the underlying index that is not held by the Underlying Fund could cause the Underlying Fund to underperform its underlying index. To the extent the assets in the Underlying Fund are smaller, these risks will be greater.

**Secondary Market Trading Risk.** Investors buying or selling Fund shares in the secondary market may pay brokerage commissions or other charges, which may be a significant proportional cost for investors seeking to buy or sell relatively

small amounts of Fund shares. Although the Fund's shares are listed on the Exchange, there can be no assurance that an active or liquid trading market for them will develop or be maintained. In addition, trading in Fund shares on the Exchange may be halted.

**Sector Risk.** To the extent the International Hedged Target Index, and thereby the Fund, emphasizes, from time to time, investments in a particular sector, the Fund is subject to a greater degree to the risks particular to that sector. Market conditions, interest rates, and economic, regulatory, or financial developments could significantly affect all the securities in a single sector. If the Fund invests in a few sectors, it may have increased exposure to the price movements of those sectors.

**Tracking Error Risk.** Tracking error is the divergence of the Fund's performance from that of the International Hedged Target Index. Tracking error may occur due to, among other things, fees and expenses paid by the Fund, including the cost of buying and selling securities, that are not reflected in the International Hedged Target Index. If the Fund is small, it may experience greater tracking error. If the Fund is not fully invested, holding cash balances may prevent it from tracking the International Hedged Target Index. In addition, the Fund's NAV may deviate from the International Hedged Target Index if the Fund fair values a portfolio security at a price other than the price used by the International Hedged Target Index for that security. To the extent the Underlying Fund uses a representative sampling strategy to track the Underlying Fund's index, such a strategy may produce greater tracking error than if the Underlying Fund employed a full replication strategy.

**Volatility Risk.** There is a risk that the present and future volatility of a security, relative to the FTSE Developed ex US Index, will not be the same as it historically has been and thus that the International Hedged Target Index will not be exposed to the less volatile securities in the FTSE Developed ex US Index. Volatile stocks are subject to sharp swings in value.

### **Performance Information**

Performance information will be available in the Prospectus after the Fund has been in operation for one full calendar year. When provided, the information will provide some indication of the risks of investing in the Fund by showing how the Fund's average annual returns compare with a broad measure of market performance. Past performance does not necessarily indicate how the Fund will perform in the future.

### **Management**

*Investment Adviser:* O'Shares Investment Advisers, LLC

*Sub-Adviser:* Vident Investment Advisory, LLC

*Portfolio Manager:* Denise M. Krisko, CFA, President and Co-Founder of the Sub-Adviser and the portfolio manager of the Fund, is responsible for the day-to-day management of the Fund's portfolio. Ms. Krisko has managed the Fund since its inception.

### **Purchase and Sale of Fund Shares**

The Fund is an ETF. Individual Fund shares may only be purchased and sold on a national securities exchange through a broker-dealer and investors may pay a commission to such broker-dealers in connection with their purchase or sale. The price of Fund shares is based on market price, and because ETF shares trade at market prices rather than NAV, shares may trade at a price greater than NAV (a premium) or less than NAV (a discount). The Fund will only issue or redeem shares aggregated into blocks of 50,000 shares or multiples thereof ("Creation Units") to Authorized Participants who have entered into agreements with the Fund's distributor. The Fund will issue or redeem Creation Units in return for a basket of assets that the Fund specifies each day.

### **Tax Information**

The Fund's distributions are expected to be taxable as ordinary income or capital gains, unless you are investing through a tax-deferred arrangement, such as a 401(k) plan or an individual retirement account. Such tax-deferred arrangements may be taxed as ordinary income upon withdrawal of monies from those arrangements.

### **Payments to Broker-Dealers and Other Financial Intermediaries**

If you purchase the Fund through a broker-dealer or other financial intermediary (such as a bank), the Adviser or its related companies may pay the intermediary for the sale of Fund shares and related services. These payments may create a conflict of interest by influencing the broker-dealer or other intermediary and your salesperson to recommend the Fund over another investment. Ask your salesperson or visit your financial intermediary's web site for more information.

## O'Shares FTSE Russell Emerging Markets Quality Dividend ETF

### Investment Objective

The Fund seeks to track the performance (before fees and expenses) of the FTSE Emerging Qual/Vol/Yield 5% Capped Factor Index (the "Emerging Markets Target Index").

### Fees and Expenses

This table describes the fees and expenses you may pay if you buy and hold shares in the Fund. Transaction costs that may be incurred by the investor such as brokerage commissions for buying and selling securities are not reflected in the table below.

#### Annual Fund Operating Expenses (expenses you pay each year as a % of the value of your investment)

Management Fees	0.58%
Distribution and/or Service (12b-1) Fees <sup>(1)</sup>	0.00%
Other Expenses <sup>(2)</sup>	0.00%
<b>Total Annual Fund Operating Expenses</b>	<b>0.58%</b>

<sup>(1)</sup> Pursuant to a Rule 12b-1 distribution and service plan ("Plan"), the Fund may bear a 12b-1 fee not to exceed 0.25% per annum of the Fund's average daily net assets. However, no such fee is currently paid by the Fund, and the Board of Trustees (the "Board") of OSI ETF Trust (the "Trust") has not currently approved the commencement of any payments under the Plan.

<sup>(2)</sup> Based on estimated amounts for the current fiscal year.

### Example

The following example is intended to help you compare the cost of investing in the Fund with the costs of investing in other funds. The example assumes that you invest \$10,000 in the Fund for the time periods indicated and then sell all of your shares at the end of those periods. The example also assumes that your investment has a 5% return each year and that the Fund's operating expenses remain the same each year. The example does not reflect any brokerage commissions that you may pay on purchases and sales of Fund shares. Although your actual costs may be higher or lower, based on these assumptions, whether you do or do not sell your shares, your costs would be:

<u>1 YEAR</u>	<u>3 YEARS</u>
\$59	\$186

### Portfolio Turnover

The Fund pays transaction costs, such as commissions, when it buys and sells securities (or "turns over" its portfolio). A higher turnover rate may indicate higher transaction costs and may result in higher taxes when the Fund's shares are held in a taxable account. These costs, which are not reflected in annual fund operating expenses or the example, affect the Fund's performance. Because the Fund has not yet commenced operations, it does not have a portfolio turnover rate to provide.

### Principal Investment Strategies

The Fund seeks to track the performance (before fees and expenses) of the Emerging Markets Target Index.

The Emerging Markets Target Index is designed to reflect the performance of publicly-listed large capitalization and mid-capitalization dividend-paying issuers in emerging markets exhibiting high quality, low volatility and high dividend yields, as determined by FTSE-Russell (the "Index Provider"). The quality and low volatility factors are designed to reduce exposure to high dividend equities that have experienced large price declines, as may occur with some dividend investing strategies.

The constituents of the Emerging Markets Target Index are selected from the FTSE Emerging Index. As of November 30, 2016, the Emerging Markets Target Index consisted of 324 securities with a market capitalization of between \$305.7 million and \$223.5 billion, with an average market capitalization of \$34.9 million.

The Emerging Markets Target Index is constructed using a proprietary, rules-based methodology designed to select equity securities from the FTSE Emerging Index that have exposure to the following three factors: 1) quality, 2) low volatility

and 3) yield. The “quality” factor combines measures of profitability (return on assets, asset turnover ratio and accruals) and leverage. The “low volatility” factor is calculated using the standard deviation of five years of weekly local total returns. The “yield” factor is calculated using the company’s twelve month trailing dividend yield. Consecutive “factor tilts” are applied to the equity securities in the FTSE Emerging Index, resulting in the re-weighting of the equity securities according to the scores assigned to these factors. Equity securities with the smallest product of factor scores are removed while ensuring that certain constraints (e.g., diversification, capacity, country and industry) are satisfied, thereby adjusting the final weights in the Emerging Markets Target Index. Individual index constituent weights are capped at 5% at each quarterly rebalance to avoid overexposure to any single security. The Emerging Markets Target Index’s investable universe includes real estate investment trusts (“REITs”).

The Fund expects to employ a replication strategy in seeking to track the performance of the Emerging Market Target Index, which means it intends to replicate the constituent securities of the Emerging Market Target Index as closely as possible. In certain circumstances, when it may not be possible or practicable to fully implement a replication strategy, the Fund may use a representative sampling strategy whereby the Fund would hold a significant number of the component securities of the Emerging Market Target Index, but may not track the Emerging Market Target Index with the same degree of accuracy as would an investment vehicle replicating the entire index.

Under normal market conditions, the Fund will invest at least 80% of its total assets in the components of the Emerging Market Target Index and in depositary receipts representing such securities. To the extent that the Emerging Market Target Index concentrates (i.e., holds 25% or more of its net assets) in the securities of a particular industry or group of industries, the Fund is expected to concentrate to approximately the same extent.

The Fund may invest up to 20% of its total assets in investments not included in the Emerging Market Target Index, but which Vident Investment Advisory, LLC (the “Sub-Adviser”) believes will help the Fund track the Emerging Market Target Index. For example, there may be instances in which the Sub-Adviser may choose to purchase or sell investments including exchange-traded fund (“ETF”) and other investment company securities, and cash and cash equivalents as substitutes for one or more Emerging Market Target Index components or in anticipation of changes in the Emerging Market Target Index’s components.

The Index Provider, in consultation with an affiliate of O’Shares Investment Advisers, LLC (the “Adviser”), developed the Emerging Market Target Index methodology. The Index Provider is responsible for the ongoing maintenance, calculation and administration of the Emerging Market Target Index.

### **Principal Investment Risks**

There can be no guarantee that the Fund will achieve its investment objective. The Fund is an ETF, not a bank deposit, and is not guaranteed or insured by the Federal Deposit Insurance Corporation or any other government agency. The value of your investment may fall, sometimes sharply, and you could lose money by investing in the Fund.

**Authorized Participants Concentration Risk.** The Fund has a limited number of financial institutions that may act as authorized participants (“Authorized Participants”). To the extent they cannot or are otherwise unwilling to engage in creation and redemption transactions with the Fund and no other Authorized Participant steps in, shares of the Fund may trade like closed-end fund shares at a significant discount to net asset value (“NAV”) and may face trading halts and/or delisting from the Exchange. This risk may be more pronounced in volatile markets, potentially where there are significant redemptions in ETFs generally.

**Cash and Cash Equivalents Risk.** Holding cash or cash equivalents, even strategically, may lead to missed investment opportunities. This is particularly true when the market for other investments in which the Fund may invest is rapidly rising.

**Concentration Risk.** To the extent that the Emerging Markets Target Index is concentrated in a particular industry or group of industries, the Fund is also expected to be concentrated in that industry or group of industries, which may subject the Fund to a greater loss as a result of adverse economic, business or other developments affecting that industry or group of industries.

**Depositary Receipts Risk.** The risks of investments in depositary receipts are substantially similar to Foreign Investment Risk. In addition, depositary receipts may not track the price of the underlying foreign securities and their value may change materially at times when the U.S. markets are not open for trading.

**Dividend-Paying Stocks Risk.** The Fund's emphasis on dividend-paying stocks involves the risk that such stocks may fall out of favor with investors and underperform the market. Also, a company may reduce or eliminate its dividend after the Fund's purchase of such a company's securities.

**Emerging Markets Risk.** Investments in securities of issuers in emerging market countries are subject to even greater risks than for foreign investments generally, including increased risks of: illiquidity of securities; price volatility; inflation or deflation; restrictions on foreign investment; nationalization; higher taxation; economic and political instability; pervasive corruption and crime; less governmental regulation; and less developed legal systems. Some economies in emerging markets are dependent on a range of commodities, and are strongly affected by international commodity prices. Other emerging market economies have experienced rapid growth and industrialization, and there is no assurance that this growth rate will be maintained.

**Equity Investing Risk.** An investment in the Fund involves risks similar to those of investing in any fund holding equity securities, such as market fluctuations, changes in interest rates and perceived trends in stock prices. The values of equity securities could decline generally or could underperform other investments. In addition, securities may decline in value due to factors affecting a specific issuer, market or securities markets generally.

**ETFs and Other Investment Companies Risk.** The risks of investing in securities of ETFs and other investment companies typically reflect the risks of the types of instruments in which the underlying ETF or other investment company invests. In addition, with such investments, the Fund indirectly bears its proportionate share of the fees and expenses of the underlying entity. As a result, the Fund's operating expenses may be higher and performance may be lower.

**Foreign Investment Risk.** Returns on investments in foreign securities could be more volatile than, or trail the returns on, investments in U.S. securities. Exposures to foreign securities entail special risks, including due to: differences in information available about foreign issuers; differences in investor protection standards in other jurisdictions; capital controls risks, including the risk of a foreign jurisdiction imposing restrictions on the ability to repatriate or transfer currency or other assets; political, diplomatic and economic risks; regulatory risks; and foreign market and trading risks, including the costs of trading and risks of settlement in foreign jurisdictions. In addition, the Fund's investments in securities denominated in other currencies could decline due to changes in local currency relative to the value of the U.S. dollar, which may affect the Fund's returns.

**Geographic Concentration Risk.** Because the Fund's investments may be concentrated in a particular geographic region or country, the value of Fund shares may be affected by events that adversely affect that region or country and may fluctuate more than that of a less concentrated fund.

**Index-Related Risk.** The Fund is managed with an investment strategy that attempts to track the performance of the Emerging Markets Target Index. As a result, the Fund expects to hold constituent securities of the Emerging Markets Target Index regardless of their current or projected performance. Maintaining investments in securities regardless of market conditions or the performance of individual securities could cause the Fund's return to be lower than if the Fund employed an active strategy.

There is no assurance that the Index Provider will compile the Emerging Markets Target Index accurately, or that the Emerging Markets Target Index will be determined, composed or calculated accurately. While the Index Provider provides descriptions of what the Emerging Markets Target Index is designed to achieve, the Index Provider does not guarantee the quality, accuracy or completeness of data in respect of its indices, and does not guarantee that the Emerging Markets Target Index will be in line with its described index methodology. Any gains, losses or costs to the Fund that are caused by Index Provider errors will therefore be borne by the Fund and its shareholders. The Emerging Markets Target Index is new and has a limited performance history. The foregoing risks may be greater for a new index.

**International Closed Market Trading Risk.** Because the Fund's underlying securities trade on markets that may be closed when the Exchange is open, there are likely to be deviations between current pricing of an underlying security and stale pricing resulting in the Fund trading at a discount or premium to NAV that may be greater than those incurred by other ETFs.

**Large Capitalization Securities Risk.** The securities of large market capitalization companies may underperform other segments of the market because such companies may be less responsive to competitive challenges and opportunities and may be unable to attain high growth rates during periods of economic expansion.

**Liquidity Risk.** Liquidity risk exists when investments are difficult to purchase or sell. This can reduce the Fund's returns because the Fund or an entity in which it invests may be unable to transact at advantageous times or prices.

**Market Events Risk.** The market values of the Fund's investments, and therefore the value of the Fund's shares, will go up and down, sometimes rapidly or unpredictably. Market risk may affect a single issuer, industry or section of the economy, or it may affect the market as a whole. Turbulence in the financial markets and reduced liquidity may negatively affect issuers, which could have an adverse effect on the Fund. In addition, there is a risk that policy changes by the U.S. Government, Federal Reserve and/or other government actors, such as increasing interest rates, could cause increased volatility in financial markets and disruption in the creation/redemption process of the Fund, which could have a negative impact on the Fund.

**Mid-Capitalization Securities Risk.** The securities of mid-capitalization companies are often more volatile and less liquid than the securities of larger companies and may be more affected than other types of securities during market downturns. Compared to larger companies, mid-capitalization companies may have a shorter history of operations, and may have limited product lines, markets or financial resources.

**Multifactor Risk.** The Emerging Markets Target Index, and thus the Fund, seeks to achieve specific factor exposures. There can be no assurance that targeting exposure to such factors will enhance the Fund's performance over time, and targeting exposure to certain factors may detract from performance in some market environments. There is no guarantee the Index Provider's methodology will be successful in creating an index that achieves the specific factor exposures.

**Premium-Discount Risk.** Fund shares may trade above or below their NAV on the Exchange. The market prices of Fund shares will generally fluctuate in accordance with changes in NAV as well as the relative supply of, and demand for, Fund shares. Therefore, you may pay more than NAV when you buy shares of the Fund on the Exchange, and you may receive less than NAV when you sell those shares on the Exchange. This risk is separate and distinct from the risk that the NAV of Fund shares may decrease.

**Quality Stocks Risk.** Quality investing entails investing in securities of companies with high returns on equity, stable earnings per share growth, and low financial leverage. This style of investing is subject to the risk that the past performance of these companies does not continue or that the returns on "quality" equity securities are less than returns on other styles of investing or the overall stock market. In addition, there may be periods when quality investing is out of favor and during which the investment performance of a fund using a quality strategy may suffer.

**REIT Risk.** A REIT is a company that owns or finances income-producing real estate. The Fund, through its investments in REITs, is subject to the risks of investing in the real estate market, including decreases in property revenues, increases in interest rates, increases in property taxes and operating expenses, legal and regulatory changes, a lack of credit or capital, defaults by borrowers or tenants, environmental problems and natural disasters.

REITs are subject to additional risks, including those related to adverse governmental actions, declines in property value and the real estate market, and the potential failure to qualify for tax-free pass through of income and exemption from registration as an investment company. REITs are dependent upon specialized management skills and may invest in relatively few properties, a small geographic area or a small number of property types. As a result, investments in REITs may be volatile. To the extent the Fund invests in REITs concentrated in specific geographic areas or property types, the Fund may be subject to a greater loss as a result of adverse developments affecting such area or property types. REITs are pooled investment vehicles with their own fees and expenses and the Fund will indirectly bear a proportionate share of those fees and expenses.

**Sampling Risk.** To the extent the Fund uses a representative sampling approach, it will hold a smaller number of securities than are in the Emerging Markets Target Index. As a result, an adverse development respecting a security held by the Fund could result in a greater decline in NAV than would be the case if the Fund held all of the securities in the Emerging Markets Target Index. Conversely, a positive development relating to a security in the Emerging Markets Target Index that is not held by the Fund could cause the Fund to underperform the Emerging Markets Target Index. To the extent the assets in the Fund are smaller, these risks will be greater.

**Secondary Market Trading Risk.** Investors buying or selling Fund shares in the secondary market may pay brokerage commissions or other charges, which may be a significant proportional cost for investors seeking to buy or sell relatively small amounts of Fund shares. Although the Fund's shares are listed on the Exchange, there can be no assurance that an active or liquid trading market for them will develop or be maintained. In addition, trading in Fund shares on the Exchange may be halted.

**Sector Risk.** To the extent the Emerging Markets Target Index, and thereby the Fund, emphasizes, from time to time, investments in a particular sector, the Fund is subject to a greater degree to the risks particular to that sector. Market conditions,

interest rates, and economic, regulatory, or financial developments could significantly affect all the securities in a single sector. If the Fund invests in a few sectors, it may have increased exposure to the price movements of those sectors.

**Tracking Error Risk.** Tracking error is the divergence of the Fund's performance from that of the Emerging Markets Target Index. Tracking error may occur due to, among other things, fees and expenses paid by the Fund, including the cost of buying and selling securities, that are not reflected in the Emerging Markets Target Index. If the Fund is small, it may experience greater tracking error. If the Fund is not fully invested, holding cash balances may prevent it from tracking the Emerging Markets Target Index. In addition, the Fund's NAV may deviate from the Emerging Markets Target Index if the Fund fair values a portfolio security at a price other than the price used by the Emerging Markets Target Index for that security. To the extent the Fund uses a representative sampling strategy to track the Emerging Markets Target Index, such a strategy may produce greater tracking error than if the Fund employed a full replication strategy.

**Volatility Risk.** There is a risk that the present and future volatility of a security, relative to the FTSE Emerging Index, will not be the same as it historically has been and thus that the Emerging Markets Target Index will not be exposed to the less volatile securities in the FTSE Emerging Index. Volatile stocks are subject to sharp swings in value.

### **Performance Information**

Performance information will be available in the Prospectus after the Fund has been in operation for one full calendar year. When provided, the information will provide some indication of the risks of investing in the Fund by showing how the Fund's average annual returns compare with a broad measure of market performance. Past performance does not necessarily indicate how the Fund will perform in the future.

### **Management**

*Investment Adviser:* O'Shares Investment Advisers, LLC

*Sub-Adviser:* Vident Investment Advisory, LLC

*Portfolio Manager:* Denise M. Krisko, CFA, President and Co-Founder of the Sub-Adviser and the portfolio manager of the Fund, is responsible for the day-to-day management of the Fund's portfolio. Ms. Krisko has managed the Fund since its inception.

### **Purchase and Sale of Fund Shares**

The Fund is an ETF. Individual Fund shares may only be purchased and sold on a national securities exchange through a broker-dealer and investors may pay a commission to such broker-dealers in connection with their purchase or sale. The price of Fund shares is based on market price, and because ETF shares trade at market prices rather than NAV, shares may trade at a price greater than NAV (a premium) or less than NAV (a discount). The Fund will only issue or redeem shares aggregated into blocks of 50,000 shares or multiples thereof ("Creation Units") to Authorized Participants who have entered into agreements with the Fund's distributor. The Fund will issue or redeem Creation Units in return for a basket of assets that the Fund specifies each day.

### **Tax Information**

The Fund's distributions are expected to be taxable as ordinary income or capital gains, unless you are investing through a tax-deferred arrangement, such as a 401(k) plan or an individual retirement account. Such tax-deferred arrangements may be taxed as ordinary income upon withdrawal of monies from those arrangements.

### **Payments to Broker-Dealers and Other Financial Intermediaries**

If you purchase the Fund through a broker-dealer or other financial intermediary (such as a bank), the Adviser or its related companies may pay the intermediary for the sale of Fund shares and related services. These payments may create a conflict of interest by influencing the broker-dealer or other intermediary and your salesperson to recommend the Fund over another investment. Ask your salesperson or visit your financial intermediary's web site for more information.

## O'Shares FTSE Russell Emerging Markets Quality Dividend ETF (Currency Hedged)

### Investment Objective

The Fund seeks to track the performance (before fees and expenses) of the FTSE Emerging Qual/Vol/Yield 5% Capped Factor 100% Hedged to USD Index (the “Emerging Markets Hedged Target Index”).

### Fees and Expenses

This table describes the fees and expenses you may pay if you buy and hold shares in the Fund. Transaction costs that may be incurred by the investor such as brokerage commissions for buying and selling securities are not reflected in the table below.

#### Annual Fund Operating Expenses (expenses you pay each year as a % of the value of your investment)

Management Fees	0.68%
Distribution and/or Service (12b-1) Fees <sup>(1)</sup>	0.00%
Other Expenses <sup>(2)</sup>	0.00%
Acquired Fund Fees and Expenses <sup>(2),(3)</sup>	0.58%
<b>Total Annual Fund Operating Expenses</b>	<b>1.26%</b>
Fee Waiver <sup>(4)</sup>	0.58%
<b>Total Annual Fund Operating Expenses After Fee Waiver</b>	<b>0.68%</b>

<sup>(1)</sup> Pursuant to a Rule 12b-1 distribution and service plan (“Plan”), the Fund may bear a 12b-1 fee not to exceed 0.25% per annum of the Fund’s average daily net assets. However, no such fee is currently paid by the Fund, and the Board of Trustees (the “Board”) of OSI ETF Trust (the “Trust”) has not currently approved the commencement of any payments under the Plan.

<sup>(2)</sup> Based on estimated amounts for the current fiscal year.

<sup>(3)</sup> “Acquired Fund Fees and Expenses” are expenses incurred indirectly by the Fund through its ownership of shares of other investment companies (such as business development companies and/or exchange-traded funds). They are not direct operating expenses paid by Fund shareholders and are not used to calculate the Fund’s net asset value (“NAV”) or presented in the Fund’s Financial Highlights (when available).

<sup>(4)</sup> The Fund’s investment adviser, O’Shares Investment Advisers, LLC (the “Adviser”), has entered into a written fee waiver agreement pursuant to which the Adviser has agreed to reduce its management fees in an amount equal to any Acquired Fund Fees and Expenses incurred by the Fund from its investments in the O’Shares FTSE Russell Emerging Markets Quality Dividend ETF until at least December 31, 2017. The fee waiver agreement may be terminated at any time by the Board, but may not be terminated by the Adviser during the term of the fee waiver agreement. The fee waiver agreement shall automatically terminate upon the termination of the advisory agreement with the Adviser or, with respect to the Fund, in the event of merger or liquidation of the Fund or the O’Shares FTSE Russell Emerging Markets Quality Dividend ETF (the “Underlying Fund”).

### Example

The following example is intended to help you compare the cost of investing in the Fund with the costs of investing in other funds. The example assumes that you invest \$10,000 in the Fund for the time periods indicated and then sell all of your shares at the end of those periods. The example also assumes that your investment has a 5% return each year and that the Fund’s operating expenses remain the same each year, except that the Fund’s expenses are reduced during the first year by the fee waiver agreement described above. The example does not reflect any brokerage commissions that you may pay on purchases and sales of Fund shares. Although your actual costs may be higher or lower, based on these assumptions, whether you do or do not sell your shares, your costs would be:

<b>1 YEAR</b>	<b>3 YEARS</b>
\$69	\$342

### Portfolio Turnover

The Fund pays transaction costs, such as commissions, when it buys and sells securities (or “turns over” its portfolio). A higher turnover rate may indicate higher transaction costs and may result in higher taxes when the Fund’s shares are held in a



taxable account. These costs, which are not reflected in annual fund operating expenses or the example, affect the Fund's performance. Because the Fund has not yet commenced operations, it does not have a portfolio turnover rate to provide.

### **Principal Investment Strategies**

The Fund seeks to track the performance (before fees and expenses) of the Emerging Markets Hedged Target Index.

The Emerging Markets Hedged Target Index is designed to reflect the performance of publicly-listed large capitalization and mid-capitalization dividend-paying issuers in emerging markets exhibiting high quality, low volatility and high dividend yields, as determined by FTSE-Russell (the "Index Provider"). The quality and low volatility factors are designed to reduce exposure to high dividend equities that have experienced large price declines, as may occur with some dividend investing strategies.

The constituents of the Emerging Markets Hedged Target Index are selected from the FTSE Emerging Index. As of November 30, 2016, the Emerging Markets Hedged Target Index consisted of 324 securities with a market capitalization of between \$305.7 million and \$223.5 billion, with an average market capitalization of \$34.9 million.

The Emerging Markets Hedged Target Index is constructed using a proprietary, rules-based methodology designed to select equity securities from the FTSE Emerging Index that have exposure to the following three factors: 1) quality, 2) low volatility and 3) yield. The "quality" factor combines measures of profitability (return on assets, asset turnover ratio and accruals) and leverage. The "low volatility" factor is calculated using the standard deviation of five years of weekly local total returns. The "yield" factor is calculated using the company's twelve month trailing dividend yield. Consecutive "factor tilts" are applied to the equity securities in the FTSE Emerging Index, resulting in the re-weighting of the equity securities according to the scores assigned to these factors. Equity securities with the smallest product of factor scores are removed while ensuring that certain constraints (e.g., diversification, capacity, country and industry) are satisfied, thereby adjusting the final weights in the Emerging Markets Hedged Target Index. Individual index constituent weights are capped at 5% at each quarterly rebalance to avoid overexposure to any single security. The Emerging Markets Hedged Target Index's investable universe includes real estate investment trusts ("REITs").

The Emerging Markets Hedged Target Index hedges against fluctuations in the relative value of foreign currencies in which the Emerging Markets Hedged Target Index's components are denominated against the U.S. dollar. Thus, it is designed to have higher returns than an equivalent unhedged index when the component currencies are weakening relative to the U.S. dollar. Conversely, the Emerging Markets Hedged Target Index would be expected to have lower returns than an equivalent unhedged index when the component currencies are rising in value relative to the U.S. dollar. The Emerging Markets Hedged Target Index applies published one-month currency forward rates to the Emerging Markets Hedged Target Index's total foreign currency exposures to adjust the value of the foreign currencies against the U.S. dollar. The Fund intends to enter into forward currency contracts or futures contracts, both of which may be used to effectuate the hedging strategy embedded in the Emerging Markets Hedged Target Index. Although the hedged nature of the Emerging Markets Hedged Target Index is designed to minimize the impact of currency fluctuations on returns, it does not eliminate the Fund's exposure to foreign currency fluctuations. The return of the forward currency contracts and futures contracts will not perfectly offset the actual fluctuations between the component currencies and the U.S. dollar.

Under normal market conditions, the Fund will invest at least 80% of its total assets in the components of the Emerging Markets Hedged Target Index and in depositary receipts representing such securities ("80% policy"), including indirectly through the Underlying Fund. To the extent that the Emerging Markets Hedged Target Index concentrates (i.e., holds 25% or more of its net assets) in the securities of a particular industry or group of industries, the Fund is expected to concentrate to approximately the same extent.

Currently, the Fund achieves its investment objective by investing a substantial portion of its assets in the Underlying Fund. The Underlying Fund seeks to track the performance of its underlying index. The Underlying Fund expects to employ a replication strategy in seeking to track the performance of its underlying index, which means it intends to replicate the constituent securities of its underlying index as closely as possible. In certain circumstances, when it may not be possible or practicable to fully implement a replication strategy, the Underlying Fund may use a representative sampling strategy whereby the Underlying Fund would hold a significant number of the component securities of its underlying index, but may not track the index with the same degree of accuracy as would an investment vehicle replicating the entire index.

The Fund may invest up to 20% of its total assets in investments not included in the Emerging Markets Hedged Target Index, but which Vident Investment Advisory, LLC (the "Sub-Adviser") believes will help the Fund track the Emerging Markets Hedged Target Index. For example, there may be instances in which the Sub-Adviser may choose to purchase or

sell investments including exchange-traded fund (“ETF”) and other investment company securities, derivatives, and cash and cash equivalents as substitutes for one or more Emerging Markets Hedged Target Index components or in anticipation of changes in the Emerging Markets Hedged Target Index’s components.

The Index Provider, in consultation with an affiliate of the Adviser, developed the Emerging Markets Hedged Target Index methodology. The Index Provider is responsible for the ongoing maintenance, calculation and administration of the Emerging Markets Hedged Target Index.

### **Principal Investment Risks**

There can be no guarantee that the Fund will achieve its investment objective. The Fund is an ETF, not a bank deposit, and is not guaranteed or insured by the Federal Deposit Insurance Corporation or any other government agency. The value of your investment may fall, sometimes sharply, and you could lose money by investing in the Fund. For purposes of these Principal Investment Risks, references to the Fund include the Underlying Fund.

**Authorized Participants Concentration Risk.** The Fund has a limited number of financial institutions that may act as authorized participants (“Authorized Participants”). To the extent they cannot or are otherwise unwilling to engage in creation and redemption transactions with the Fund and no other Authorized Participant steps in, shares of the Fund may trade like closed-end fund shares at a significant discount to NAV and may face trading halts and/or delisting from the Exchange. This risk may be more pronounced in volatile markets, potentially where there are significant redemptions in ETFs generally.

**Cash and Cash Equivalents Risk.** Holding cash or cash equivalents, even strategically, may lead to missed investment opportunities. This is particularly true when the market for other investments in which the Fund may invest is rapidly rising.

**Concentration Risk.** To the extent that the Emerging Markets Hedged Target Index is concentrated in a particular industry or group of industries, the Fund is also expected to be concentrated in that industry or group of industries, which may subject the Fund to a greater loss as a result of adverse economic, business or other developments affecting that industry or group of industries.

**Depository Receipts Risk.** The risks of investments in depository receipts are substantially similar to Foreign Investment Risk. In addition, depository receipts may not track the price of the underlying foreign securities and their value may change materially at times when the U.S. markets are not open for trading.

**Derivatives Risk.** A derivative is a financial contract whose value depends on, or is derived from, changes in the value of one or more underlying assets, reference rates or indexes. Derivatives may involve risks different from, or greater than, those associated with more traditional investments. The use of derivatives can lead to losses due to adverse movements in the price or value of the underlying asset, index, currency or rate, which may be magnified by certain features of a derivative instrument. As a result of investing in derivatives, the Fund could lose more than the amount it invests. Derivatives may be highly illiquid, and the Fund could may not be able to close out or sell a derivative position at a particular time or at an anticipated price. Derivatives also may be subject to counterparty risk, which includes the risk that a loss may be sustained by the Fund could as a result of the insolvency or bankruptcy of, or other non-compliance by, the other party to the transaction.

**Dividend-Paying Stocks Risk.** The Fund’s exposure to dividend-paying stocks involves the risk that such stocks may fall out of favor with investors and underperform the market. Also, a company may reduce or eliminate its dividend after the Fund has gained exposure to such a company’s securities.

**Emerging Markets Risk.** Investments in securities of issuers in emerging market countries are subject to even greater risks than for foreign investments generally, including increased risks of: illiquidity of securities; price volatility; inflation or deflation; restrictions on foreign investment; nationalization; higher taxation; economic and political instability; pervasive corruption and crime; less governmental regulation; and less developed legal systems. Some economies in emerging markets are dependent on a range of commodities, and are strongly affected by international commodity prices. Other emerging market economies have experienced rapid growth and industrialization, and there is no assurance that this growth rate will be maintained.

**Equity Investing Risk.** An investment in the Fund involves risks similar to those of investing in any fund with exposure to equity securities, such as market fluctuations, changes in interest rates and perceived trends in stock prices. The values of equity securities could decline generally or could underperform other investments. In addition, securities may decline in value due to factors affecting a specific issuer, market or securities markets generally.

**ETFs and Other Investment Companies Risk.** The Fund intends to invest a substantial portion of its assets in the Underlying Fund and may invest in other investment companies, including ETFs. The Fund's investment performance is therefore likely to be directly related to the performance of the Underlying Fund. The Fund's NAV will change with changes in the value of the Underlying Fund and other instruments in which the Fund invests based on their market valuations. The risks of investing in the Underlying Fund or securities of other ETFs and investment companies typically reflect the risks of the types of instruments in which the Underlying Fund or other ETF or other investment company invests. In addition, with such investments, the Fund indirectly bears its proportionate share of the fees and expenses of the Underlying Fund or other ETF or investment company. As a result, the Fund's operating expenses may be higher and performance may be lower. An investment in the Fund will entail more costs and expenses than a direct investment in the Underlying Fund, including as a result of the currency hedging activity conducted by the Fund. As the Fund's allocation to the Underlying Fund changes from time to time, or to the extent that the expense ratio of the Underlying Fund changes, the weighted average operating expenses borne by the Fund may increase or decrease. The Fund may invest in other funds, including the Underlying Fund, advised by the Adviser. The Adviser may be subject to conflicts of interest in allocating Fund assets to other funds to the extent that the Adviser is paid a management fee both by the Fund and the fund in which the Fund invests.

**Foreign Investment Risk.** Returns on investments in foreign securities could be more volatile than, or trail the returns on, investments in U.S. securities. Exposures to foreign securities entail special risks, including due to: differences in information available about foreign issuers; differences in investor protection standards in other jurisdictions; capital controls risks, including the risk of a foreign jurisdiction imposing restrictions on the ability to repatriate or transfer currency or other assets; political, diplomatic and economic risks; regulatory risks; and foreign market and trading risks, including the costs of trading and risks of settlement in foreign jurisdictions. In addition, unless perfectly hedged, the Fund's investments in securities denominated in other currencies could decline due to changes in local currency relative to the value of the U.S. dollar, which may affect the Fund's returns.

**Geographic Concentration Risk.** Because the Fund's investments may be concentrated in a particular geographic region or country, the value of Fund shares may be affected by events that adversely affect that region or country and may fluctuate more than that of a less concentrated fund.

**Hedging Risk.** The Fund's hedging strategies may not be successful, and even if they are successful, the Fund's exposure to foreign currency fluctuations is not expected to be fully hedged at all times. Hedging against a decline in the value of a currency does not eliminate fluctuations in the value of a portfolio security denominated in that currency or prevent a loss if the value of the security declines.

The primary risks associated with the use of forward and futures contracts are (i) the imperfect correlation between the price of the contract and the change in value of the underlying asset; (ii) possible lack of liquid secondary market for a forward contract and the resulting inability to close such a contract when desired; (iii) losses caused by unanticipated market movements, which are potentially unlimited; (iv) the inability to predict correctly the direction of securities prices, interest rates, currency exchange rates, and other economic factors; (v) the possibility that the counterparty to a forward contract will default in the performance of its obligations; and (vi) if the Fund has insufficient cash, it may have to sell investments to meet daily variation margin requirements on a futures contract, and the Fund may have to sell investments at a time when it may be disadvantageous to do so.

**Index-Related Risk.** The Fund is managed with an investment strategy that attempts to track the performance of the Emerging Markets Hedged Target Index. As a result, the Fund expects to hold constituent securities of the Emerging Markets Hedged Target Index regardless of their current or projected performance. Maintaining investments in securities regardless of market conditions or the performance of individual securities could cause the Fund's return to be lower than if the Fund employed an active strategy.

There is no assurance that the Index Provider will compile the Emerging Markets Hedged Target Index accurately, or that the Emerging Markets Hedged Target Index will be determined, composed or calculated accurately. While the Index Provider provides descriptions of what the Emerging Markets Hedged Target Index is designed to achieve, the Index Provider does not guarantee the quality, accuracy or completeness of data in respect of its indices, and does not guarantee that the Emerging Markets Hedged Target Index will be in line with its described index methodology. Any gains, losses or costs to the Fund that are caused by Index Provider errors will therefore be borne by the Fund and its shareholders. The Emerging Markets Hedged Target Index is new and has a limited performance history. The foregoing risks may be greater for a new index.

**International Closed Market Trading Risk.** Because the Fund's underlying securities trade on markets that may be closed when the Exchange is open, there are likely to be deviations between current pricing of an underlying security and stale pricing resulting in the Fund trading at a discount or premium to NAV that may be greater than those incurred by other ETFs.

**Large Capitalization Securities Risk.** The securities of large market capitalization companies may underperform other segments of the market because such companies may be less responsive to competitive challenges and opportunities and may be unable to attain high growth rates during periods of economic expansion.

**Liquidity Risk.** Liquidity risk exists when investments are difficult to purchase or sell. This can reduce the Fund's returns because the Fund may be unable to transact at advantageous times or prices.

**Market Events Risk.** The market values of the Fund's investments, and therefore the value of the Fund's shares, will go up and down, sometimes rapidly or unpredictably. Market risk may affect a single issuer, industry or section of the economy, or it may affect the market as a whole. Turbulence in the financial markets and reduced liquidity may negatively affect issuers, which could have an adverse effect on the Fund. In addition, there is a risk that policy changes by the U.S. Government, Federal Reserve and/or other government actors, such as increasing interest rates, could cause increased volatility in financial markets and disruption in the creation/redemption process of the Fund, which could have a negative impact on the Fund.

**Mid-Capitalization Securities Risk.** The securities of mid-capitalization companies are often more volatile and less liquid than the securities of larger companies and may be more affected than other types of securities during market downturns. Compared to larger companies, mid-capitalization companies may have a shorter history of operations, and may have limited product lines, markets or financial resources.

**Multifactor Risk.** The Emerging Markets Target Index, and thus the Fund, seeks to achieve specific factor exposures. There can be no assurance that targeting exposure to such factors will enhance the Fund's performance over time, and targeting exposure to certain factors may detract from performance in some market environments. There is no guarantee the Index Provider's methodology will be successful in creating an index that achieves the specific factor exposures.

**Premium-Discount Risk.** Fund shares may trade above or below their NAV on the Exchange. The market prices of Fund shares will generally fluctuate in accordance with changes in NAV as well as the relative supply of, and demand for, Fund shares. Therefore, you may pay more than NAV when you buy shares of the Fund on the Exchange, and you may receive less than NAV when you sell those shares on the Exchange. This risk is separate and distinct from the risk that the NAV of Fund shares may decrease.

**Quality Stocks Risk.** Quality investing entails investing in securities of companies with high returns on equity, stable earnings per share growth, and low financial leverage. This style of investing is subject to the risk that the past performance of these companies does not continue or that the returns on "quality" equity securities are less than returns on other styles of investing or the overall stock market. In addition, there may be periods when quality investing is out of favor and during which the investment performance of a fund using a quality strategy may suffer.

**REIT Risk.** A REIT is a company that owns or finances income-producing real estate. The Fund, through its investments in REITs, is subject to the risks of investing in the real estate market, including decreases in property revenues, increases in interest rates, increases in property taxes and operating expenses, legal and regulatory changes, a lack of credit or capital, defaults by borrowers or tenants, environmental problems and natural disasters.

REITs are subject to additional risks, including those related to adverse governmental actions, declines in property value and the real estate market, and the potential failure to qualify for tax-free pass through of income and exemption from registration as an investment company. REITs are dependent upon specialized management skills and may invest in relatively few properties, a small geographic area or a small number of property types. As a result, the Fund's exposure to REITs may be subject to volatility. To the extent the Fund invests in REITs concentrated in specific geographic areas or property types, the Fund may be subject to a greater loss as a result of adverse developments affecting such area or property types. REITs are pooled investment vehicles with their own fees and expenses and the Fund will indirectly bear a proportionate share of those fees and expenses.

**Sampling Risk.** To the extent the Underlying Fund uses a representative sampling approach, it will hold a smaller number of securities than are in its underlying index. As a result, an adverse development respecting a security held by the Underlying Fund could result in a greater decline in NAV than would be the case if the Underlying Fund held all of the securities in its underlying index. Conversely, a positive development relating to a security in the underlying index that is not held by the Underlying Fund could cause the Underlying Fund to underperform its underlying index. To the extent the assets in the Underlying Fund are smaller, these risks will be greater.

**Secondary Market Trading Risk.** Investors buying or selling Fund shares in the secondary market may pay brokerage commissions or other charges, which may be a significant proportional cost for investors seeking to buy or sell relatively small amounts of Fund shares. Although the Fund's shares are listed on the Exchange, there can be no assurance that an active or liquid trading market for them will develop or be maintained. In addition, trading in Fund shares on the Exchange may be halted.

**Sector Risk.** To the extent the Emerging Markets Hedged Target Index, and thereby the Fund, emphasizes, from time to time, investments in a particular sector, the Fund is subject to a greater degree to the risks particular to that sector. Market conditions, interest rates, and economic, regulatory, or financial developments could significantly affect all the securities in a single sector. If the Fund invests in a few sectors, it may have increased exposure to the price movements of those sectors.

**Tracking Error Risk.** Tracking error is the divergence of the Fund's performance from that of the Emerging Markets Hedged Target Index. Tracking error may occur due to, among other things, fees and expenses paid by the Fund, including the cost of buying and selling securities, that are not reflected in the Emerging Markets Hedged Target Index. If the Fund is small, it may experience greater tracking error. If the Fund is not fully invested, holding cash balances may prevent it from tracking the Emerging Markets Hedged Target Index. In addition, the Fund's NAV may deviate from the Emerging Markets Hedged Target Index if the Fund fair values a portfolio security at a price other than the price used by the Emerging Markets Hedged Target Index for that security. To the extent the Underlying Fund uses a representative sampling strategy to track the Underlying Fund's index, such a strategy may produce greater tracking error than if the Underlying Fund employed a full replication strategy.

**Volatility Risk.** There is a risk that the present and future volatility of a security, relative to the FTSE Emerging Index, will not be the same as it historically has been and thus that the Emerging Markets Hedged Target Index will not be exposed to the less volatile securities in the FTSE Emerging Index. Volatile stocks are subject to sharp swings in value.

### **Performance Information**

Performance information will be available in the Prospectus after the Fund has been in operation for one full calendar year. When provided, the information will provide some indication of the risks of investing in the Fund by showing how the Fund's average annual returns compare with a broad measure of market performance. Past performance does not necessarily indicate how the Fund will perform in the future.

### **Management**

*Investment Adviser:* O'Shares Investment Advisers, LLC

*Sub-Adviser:* Vident Investment Advisory, LLC

*Portfolio Manager:* Denise M. Krisko, CFA, President and Co-Founder of the Sub-Adviser and the portfolio manager of the Fund, is responsible for the day-to-day management of the Fund's portfolio. Ms. Krisko has managed the Fund since its inception.

### **Purchase and Sale of Fund Shares**

The Fund is an ETF. Individual Fund shares may only be purchased and sold on a national securities exchange through a broker-dealer and investors may pay a commission to such broker-dealers in connection with their purchase or sale. The price of Fund shares is based on market price, and because ETF shares trade at market prices rather than NAV, shares may trade at a price greater than NAV (a premium) or less than NAV (a discount). The Fund will only issue or redeem shares aggregated into blocks of 50,000 shares or multiples thereof ("Creation Units") to Authorized Participants who have entered into agreements with the Fund's distributor. The Fund will issue or redeem Creation Units in return for a basket of assets that the Fund specifies each day.

### **Tax Information**

The Fund's distributions are expected to be taxable as ordinary income or capital gains, unless you are investing through a tax-deferred arrangement, such as a 401(k) plan or an individual retirement account. Such tax-deferred arrangements may be taxed as ordinary income upon withdrawal of monies from those arrangements.

**Payments to Broker-Dealers and Other Financial Intermediaries**

If you purchase the Fund through a broker-dealer or other financial intermediary (such as a bank), the Adviser or its related companies may pay the intermediary for the sale of Fund shares and related services. These payments may create a conflict of interest by influencing the broker-dealer or other intermediary and your salesperson to recommend the Fund over another investment. Ask your salesperson or visit your financial intermediary's web site for more information.

## **More Information About the Funds**

### **More Information About the Funds' Investment Objectives**

Each Fund seeks to track the performance (before fees and expenses) of its target index (“Target Index”). Each Fund’s investment objective is non-fundamental and may be changed without shareholder approval with at least 60 days’ notice to shareholders.

### **More Information About the Funds' Principal Investment Strategies**

#### *O’Shares FTSE Russell Small Cap Quality Dividend ETF*

The Fund seeks to track the performance (before fees and expenses) of its Target Index.

The Target Index is designed to reflect the performance of publicly-listed small capitalization dividend-paying issuers in the United States exhibiting high quality, low volatility and high dividend yields, as determined the Index Provider. The quality and low volatility factors are designed to reduce exposure to high dividend equities that have experienced large price declines, as may occur with some dividend investing strategies.

The constituents of the Target Index are selected from the FTSE USA Small Cap Index. As of November 30, 2016, the Target Index consisted of 339 securities with a market capitalization range of between \$333.6 million and \$8.7 billion, with an average market capitalization of \$3.9 billion.

The Target Index is constructed using a proprietary, rules-based methodology designed to select equity securities from the FTSE USA Small Cap Index that have exposure to the following three factors: 1) quality, 2) low volatility and 3) yield. The “quality” factor combines measures of profitability (return on assets, asset turnover ratio and accruals) and leverage. The “low volatility” factor is calculated using the standard deviation of five years of weekly local total returns. The “yield” factor is calculated using the company’s twelve month trailing dividend yield. Consecutive “factor tilts” are applied to the equity securities in the FTSE USA Small Cap Index, resulting in the re-weighting of the equity securities according to the scores assigned to these factors. Equity securities with the smallest product of factor scores are removed while ensuring that certain constraints (e.g., diversification, capacity and industry) are satisfied, thereby adjusting the final weights in the Target Index. Individual index constituent weights are capped at 3% at each quarterly rebalance to avoid overexposure to any single security. The Target Index’s investable universe includes REITs.

The Fund expects to employ a replication strategy in seeking to track the performance of the Target Index, which means it intends to replicate the constituent securities of the Target Index as closely as possible. In certain circumstances, when it may not be possible or practicable to fully implement a replication strategy, the Fund may use a representative sampling strategy whereby the Fund would hold a significant number of the component securities of the Target Index, but may not track the Target Index with the same degree of accuracy as would an investment vehicle replicating the entire index. For example, the Sub-Adviser may use a representative sampling if one or more of the component securities in the Target Index began to raise liquidity concerns, and the Sub-Adviser may determine to exclude those component securities from the Fund’s portfolio until the liquidity concerns were lifted. In addition, the Fund may not be able to invest in certain securities included in the Target Index due to restrictions or limitations on the trading of such securities. When securities are deleted from the Target Index, the Sub-Adviser will typically remove these securities from the Fund’s portfolio. However, in the discretion of the Sub-Adviser, the Fund may remain invested in securities that were deleted from the Target Index until the next rebalancing of the Fund.

Under normal market conditions, the Fund will invest at least 80% of its total assets in the components of the Target Index. To the extent that the Target Index concentrates (i.e., holds 25% or more of its net assets) in the securities of a particular industry or group of industries, the Fund is expected to concentrate to approximately the same extent.

The Fund may invest up to 20% of its total assets in investments not included in the Target Index, but which the Sub-Adviser believes will help the Fund track the Target Index. For example, there may be instances in which the Sub-Adviser may choose to purchase or sell investments including ETF and other investment company securities, and cash and cash equivalents as substitutes for one or more Target Index components or in anticipation of changes in the Target Index’s components. There may also be instances in which the Sub-Adviser may choose to overweight securities in the Target Index. The Fund may not be fully invested at times as a result of, for example, cash flows into the Fund or reserves of cash held by the Fund to meet redemptions and pay expenses. Under these circumstances, the Fund may not track the Target Index with the same degree of accuracy as it otherwise would.

The Index Provider, in consultation with an affiliate of the Adviser, developed the Index methodology. The Index Provider is responsible for the ongoing maintenance, calculation and administration of the Target Index. The Target Index is unmanaged and cannot be invested in directly.

*O'Shares FTSE Russell International Quality Dividend ETF*

The Fund seeks to track the performance (before fees and expenses) of its Target Index.

The Target Index is designed to reflect the performance of publicly-listed large capitalization and mid-capitalization dividend-paying international issuers exhibiting high quality, low volatility and high dividend yields, as determined by the Index Provider. The quality and low volatility factors are designed to reduce exposure to high dividend equities that have experienced large price declines, as may occur with some dividend investing strategies.

The constituents of the Target Index are selected from the FTSE Developed ex US Index. As of November 30, 2016, the Target Index consisted of 462 securities with a market capitalization range of between \$359.1 million and \$207.1 billion, with an average market capitalization of \$53.4 billion.

The Target Index is constructed using a proprietary, rules-based methodology designed to select equity securities from the FTSE Developed ex US Index that have exposure to the following three factors: 1) quality, 2) low volatility and 3) yield. The "quality" factor combines measures of profitability (return on assets, asset turnover ratio and accruals) and leverage. The "low volatility" factor is calculated using the standard deviation of five years of weekly local total returns. The "yield" factor is calculated using the company's twelve month trailing dividend yield. Consecutive "factor tilts" are applied to the equity securities in the FTSE Developed ex US Index, resulting in the re-weighting of the equity securities according to the scores assigned to these factors. Equity securities with the smallest product of factor scores are removed while ensuring that certain constraints (e.g., diversification, capacity, country and industry) are satisfied, thereby adjusting the final weights in the Target Index. Individual index constituent weights are capped at 5% at each quarterly rebalance to avoid overexposure to any single security. The Target Index's investable universe includes REITs.

As of October 31, 2016, the Target Index included the following countries: Australia, Austria, Belgium, Canada, Denmark, Finland, France, Germany, Hong Kong, Ireland, Israel, Italy, Japan, Korea, Netherlands, Norway, New Zealand, Portugal, Singapore, Spain, Sweden, Switzerland and the United Kingdom.

The Fund expects to employ a replication strategy in seeking to track the performance of the Target Index, which means it intends to replicate the constituent securities of the Target Index as closely as possible. In certain circumstances, when it may not be possible or practicable to fully implement a replication strategy, the Fund may use a representative sampling strategy whereby the Fund would hold a significant number of the component securities of the Target Index, but may not track the Target Index with the same degree of accuracy as would an investment vehicle replicating the entire index. For example, the Sub-Adviser may use a representative sampling if one or more of the component securities in the Target Index began to raise liquidity concerns, and the Sub-Adviser may determine to exclude those component securities from the Fund's portfolio until the liquidity concerns were lifted. In addition, the Fund may not be able to invest in certain securities included in the Target Index due to restrictions or limitations on the trading of such securities. When securities are deleted from the Target Index, the Sub-Adviser will typically remove these securities from the Fund's portfolio. However, in the discretion of the Sub-Adviser, the Fund may remain invested in securities that were deleted from the Target Index until the next rebalancing of the Fund.

Under normal market conditions, the Fund will invest at least 80% of its total assets in the components of the Target Index and in depositary receipts representing such securities. To the extent that the Target Index concentrates (i.e., holds 25% or more of its net assets) in the securities of a particular industry or group of industries, the Fund is expected to concentrate to approximately the same extent.

The Fund may invest up to 20% of its total assets in investments not included in the Target Index, but which the Sub-Adviser believes will help the Fund track the Target Index. For example, there may be instances in which the Sub-Adviser may choose to purchase or sell investments including ETF and other investment company securities, and cash and cash equivalents as substitutes for one or more Target Index components or in anticipation of changes in the Target Index's components. There may also be instances in which the Sub-Adviser may choose to overweight securities in the Target Index. The Fund may not be fully invested at times as a result of, for example, cash flows into the Fund or reserves of cash held by the Fund to meet redemptions and pay expenses. Under these circumstances, the Fund may not track the Target Index with the same degree of accuracy as it otherwise would.



The Index Provider, in consultation with an affiliate of the Adviser, developed the Target Index methodology. The Index Provider is responsible for the ongoing maintenance, calculation and administration of the Target Index. The Target Index is unmanaged and cannot be invested in directly.

*O'Shares FTSE Russell International Quality Dividend ETF (Currency Hedged)*

The Fund seeks to track the performance (before fees and expenses) of its Target Index.

The Target Index is designed to reflect the performance of publicly-listed large capitalization and mid-capitalization dividend-paying international issuers exhibiting high quality, low volatility and high dividend yields, as determined by the Index Provider. The quality and low volatility factors are designed to reduce exposure to high dividend equities that have experienced large price declines, as may occur with some dividend investing strategies.

The constituents of the Target Index are selected from the FTSE Developed ex US Index. As of November 30, 2016, the Target Index consisted of 462 securities with a market capitalization range of between \$359.1 million and \$207.1 billion, with an average market capitalization of \$53.4 billion.

The Target Index is constructed using a proprietary, rules-based methodology designed to select equity securities from the FTSE Developed ex US Index that have exposure to the following three factors: 1) quality, 2) low volatility and 3) yield. The "quality" factor combines measures of profitability (return on assets, asset turnover ratio and accruals) and leverage. The "low volatility" factor is calculated using the standard deviation of five years of weekly local total returns. The "yield" factor is calculated using the company's twelve month trailing dividend yield. Consecutive "factor tilts" are applied to the equity securities in the FTSE Developed ex US Index, resulting in the re-weighting of the equity securities according to the scores assigned to these factors. Equity securities with the smallest product of factor scores are removed while ensuring that certain constraints (e.g., diversification, capacity, country and industry) are satisfied, thereby adjusting the final weights in the Target Index. Individual index constituent weights are capped at 5% at each quarterly rebalance to avoid overexposure to any single security. The Target Index's investable universe includes REITs.

As of October 31, 2016, the Target Index included the following countries: Australia, Austria, Belgium, Canada, Denmark, Finland, France, Germany, Hong Kong, Ireland, Israel, Italy, Japan, Korea, Netherlands, Norway, New Zealand, Portugal, Singapore, Spain, Sweden, Switzerland and the United Kingdom.

The Target Index hedges against fluctuations in the relative value of foreign currencies in which the Target Index's components are denominated against the U.S. dollar. Thus, it is designed to have higher returns than an equivalent unhedged index when the component currencies are weakening relative to the U.S. dollar. Conversely, the Target Index would be expected to have lower returns than an equivalent unhedged index when the component currencies are rising in value relative to the U.S. dollar. The Target Index applies published one-month currency forward rates to the Target Index's total foreign currency exposures to adjust the value of the foreign currencies against the U.S. dollar. The Fund intends to enter into forward currency contracts or futures contracts, both of which may be used to effectuate the hedging strategy embedded in the Target Index. Although the hedged nature of the Target Index is designed to minimize the impact of currency fluctuations on returns, it does not eliminate the Fund's exposure to foreign currency fluctuations. The return of the forward currency contracts and futures contracts will not perfectly offset the actual fluctuations between the component currencies and the U.S. dollar.

Under normal market conditions, the Fund will invest at least 80% of its total assets in the components of the Target Index and in depositary receipts representing such securities ("80% policy"), including indirectly through the O'Shares FTSE Russell International Quality Dividend ETF (the "Underlying Fund"). To the extent that the Target Index concentrates (i.e., holds 25% or more of its net assets) in the securities of a particular industry or group of industries, the Fund is expected to concentrate to approximately the same extent.

Currently, the Fund achieves its investment objective by investing a substantial portion of its assets in the Underlying Fund. The Underlying Fund seeks to track the performance of its underlying index. The Underlying Fund expects to employ a replication strategy in seeking to track the performance of its underlying index, which means it intends to replicate the constituent securities of its underlying index as closely as possible. In certain circumstances, when it may not be possible or practicable to fully implement a replication strategy, the Underlying Fund may use a representative sampling strategy whereby the Underlying Fund would hold a significant number of the component securities of its underlying index, but may not track the index with the same degree of accuracy as would an investment vehicle replicating the entire index. For example, the Sub-Adviser may use a representative sampling if one or more of the component securities in the underlying index began to raise liquidity concerns, and the Sub-Adviser may determine to exclude those component

securities from the Underlying Fund's portfolio until the liquidity concerns were lifted. In addition, the Underlying Fund may not be able to invest in certain securities included in its underlying index due to restrictions or limitations on the trading of such securities. When securities are deleted from the underlying index, the Sub-Adviser will typically remove these securities from the Underlying Fund's portfolio. However, in the discretion of the Sub-Adviser, the Underlying Fund may remain invested in securities that were deleted from the underlying index until the next rebalancing of the Underlying Fund.

The Fund may invest up to 20% of its total assets in investments not included in the Target Index, but which the Sub-Adviser believes will help the Fund track the Target Index. For example, there may be instances in which the Sub-Adviser may choose to purchase or sell investments including ETF and other investment company securities, derivatives, and cash and cash equivalents as substitutes for one or more Target Index components or in anticipation of changes in the Target Index's components. There may also be instances in which the Sub-Adviser may choose to overweight securities in the Target Index. The Fund may not be fully invested at times as a result of, for example, cash flows into the Fund or reserves of cash held by the Fund to meet redemptions and pay expenses. Under these circumstances, the Fund may not track the Target Index with the same degree of accuracy as it otherwise would.

The Index Provider, in consultation with an affiliate of the Adviser, developed the Target Index methodology. The Index Provider is responsible for the ongoing maintenance, calculation and administration of the Target Index. The Target Index is unmanaged and cannot be invested in directly.

#### *O'Shares FTSE Russell Emerging Markets Quality Dividend ETF*

The Fund seeks to track the performance (before fees and expenses) of its Target Index.

The Target Index is designed to reflect the performance of publicly-listed large capitalization and mid-capitalization dividend-paying issuers in emerging markets exhibiting high quality, low volatility and high dividend yields, as determined by the Index Provider. The quality and low volatility factors are designed to reduce exposure to high dividend equities that have experienced large price declines, as may occur with some dividend investing strategies.

The constituents of the Target Index are selected from the FTSE Emerging Index. As of November 30, 2016, the Target Index consisted of 324 securities with a market capitalization of between \$305.7 million and \$223.5 billion, with an average market capitalization of \$34.9 million.

The Target Index is constructed using a proprietary, rules-based methodology designed to select equity securities from the FTSE Emerging Index that have exposure to the following three factors: 1) quality, 2) low volatility and 3) yield. The "quality" factor combines measures of profitability (return on assets, asset turnover ratio and accruals) and leverage. The "low volatility" factor is calculated using the standard deviation of five years of weekly local total returns. The "yield" factor is calculated using the company's twelve month trailing dividend yield. Consecutive "factor tilts" are applied to the equity securities in the FTSE Emerging Index, resulting in the re-weighting of the equity securities according to the scores assigned to these factors. Equity securities with the smallest product of factor scores are removed while ensuring that certain constraints (e.g., diversification, capacity, country and industry) are satisfied, thereby adjusting the final weights in the Target Index. Individual index constituent weights are capped at 5% at each quarterly rebalance to avoid overexposure to any single security. The Target Index's investable universe includes REITs.

As of October 31, 2016, the Target Index included the following countries: Brazil, Chile, China, Colombia, Czech Republic, Egypt, Greece, Hungary, India, Indonesia, Malaysia, Mexico, Pakistan, Peru, Philippines, Poland, Qatar, Russia, South Africa, Thailand, Turkey, Taiwan, and the United Arab Emirates.

The Fund expects to employ a replication strategy in seeking to track the performance of the Target Index, which means it intends to replicate the constituent securities of the Target Index as closely as possible. In certain circumstances, when it may not be possible or practicable to fully implement a replication strategy, the Fund may use a representative sampling strategy whereby the Fund would hold a significant number of the component securities of the Target Index, but may not track the Target Index with the same degree of accuracy as would an investment vehicle replicating the entire index. For example, the Sub-Adviser may use a representative sampling if one or more of the component securities in the Target Index began to raise liquidity concerns, and the Sub-Adviser may determine to exclude those component securities from the Fund's portfolio until the liquidity concerns were lifted. In addition, the Fund may not be able to invest in certain securities included in the Target Index due to restrictions or limitations on the trading of such securities. When securities are deleted from the Target Index, the Sub-Adviser will typically remove these securities from the Fund's portfolio.

However, in the discretion of the Sub-Adviser, the Fund may remain invested in securities that were deleted from the Target Index until the next rebalancing of the Fund.

Under normal market conditions, the Fund will invest at least 80% of its total assets in the components of the Target Index and in depositary receipts representing such securities. To the extent that the Target Index concentrates (i.e., holds 25% or more of its net assets) in the securities of a particular industry or group of industries, the Fund is expected to concentrate to approximately the same extent.

The Fund may invest up to 20% of its total assets in investments not included in the Target Index, but which the Sub-Adviser believes will help the Fund track the Target Index. For example, there may be instances in which the Sub-Adviser may choose to purchase or sell investments including ETF and other investment company securities, and cash and cash equivalents as substitutes for one or more Target Index components or in anticipation of changes in the Target Index's components. There may also be instances in which the Sub-Adviser may choose to overweight securities in the Target Index. The Fund may not be fully invested at times as a result of, for example, cash flows into the Fund or reserves of cash held by the Fund to meet redemptions and pay expenses. Under these circumstances, the Fund may not track the Target Index with the same degree of accuracy as it otherwise would.

The Index Provider, in consultation with an affiliate of the Adviser, developed the Target Index methodology. The Index Provider is responsible for the ongoing maintenance, calculation and administration of the Target Index. The Target Index is unmanaged and cannot be invested in directly.

*O'Shares FTSE Russell Emerging Markets Quality Dividend ETF (Currency Hedged)*

The Fund seeks to track the performance (before fees and expenses) of its Target Index.

The Target Index is designed to reflect the performance of publicly-listed large capitalization and mid-capitalization dividend-paying issuers in emerging markets exhibiting high quality, low volatility and high dividend yields, as determined by the Index Provider. The quality and low volatility factors are designed to reduce exposure to high dividend equities that have experienced large price declines, as may occur with some dividend investing strategies.

The constituents of the Target Index are selected from the FTSE Emerging Index. As of November 30, 2016, the Target Index consisted of 324 securities with a market capitalization of between \$305.7 million and \$223.5 billion, with an average market capitalization of \$34.9 million.

The Target Index is constructed using a proprietary, rules-based methodology designed to select equity securities from the FTSE Emerging Index that have exposure to the following three factors: 1) quality, 2) low volatility and 3) yield. The "quality" factor combines measures of profitability (return on assets, asset turnover ratio and accruals) and leverage. The "low volatility" factor is calculated using the standard deviation of five years of weekly local total returns. The "yield" factor is calculated using the company's twelve month trailing dividend yield. Consecutive "factor tilts" are applied to the equity securities in the FTSE Emerging Index, resulting in the re-weighting of the equity securities according to the scores assigned to these factors. Equity securities with the smallest product of factor scores are removed while ensuring that certain constraints (e.g., diversification, capacity, country and industry) are satisfied, thereby adjusting the final weights in the Target Index. Individual index constituent weights are capped at 5% at each quarterly rebalance to avoid overexposure to any single security. The Target Index's investable universe includes REITs.

As of October 31, 2016, the Target Index included the following countries: Brazil, Chile, China, Colombia, Czech Republic, Egypt, Greece, Hungary, India, Indonesia, Malaysia, Mexico, Pakistan, Peru, Philippines, Poland, Qatar, Russia, South Africa, Thailand, Turkey, Taiwan, and the United Arab Emirates.

The Target Index hedges against fluctuations in the relative value of foreign currencies in which the Target Index's components are denominated against the U.S. dollar. Thus, it is designed to have higher returns than an equivalent unhedged index when the component currencies are weakening relative to the U.S. dollar. Conversely, the Target Index would be expected to have lower returns than an equivalent unhedged index when the component currencies are rising in value relative to the U.S. dollar. The Target Index applies published one-month currency forward rates to the Target Index's total foreign currency exposures to adjust the value of the foreign currencies against the U.S. dollar. The Fund intends to enter into forward currency contracts or futures contracts, both of which may be used to effectuate the hedging strategy embedded in the Target Index. Although the hedged nature of the Target Index is designed to minimize the impact of currency fluctuations on returns, it does not eliminate the Fund's exposure to foreign currency fluctuations. The return of the forward currency contracts and futures contracts will not perfectly offset the actual fluctuations between the component currencies and the U.S. dollar.

Under normal market conditions, the Fund will invest at least 80% of its total assets in the components of the Target Index and in depositary receipts representing such securities (“80% policy”), including indirectly through the O’Shares FTSE Russell Emerging Markets Quality Dividend ETF (the “Underlying Fund”). To the extent that the Target Index concentrates (i.e., holds 25% or more of its net assets) in the securities of a particular industry or group of industries, the Fund is expected to concentrate to approximately the same extent.

Currently, the Fund achieves its investment objective by investing a substantial portion of its assets in the Underlying Fund. The Underlying Fund seeks to track the performance of its underlying index. The Underlying Fund expects to employ a replication strategy in seeking to track the performance of its underlying index, which means it intends to replicate the constituent securities of its underlying index as closely as possible. In certain circumstances, when it may not be possible or practicable to fully implement a replication strategy, the Underlying Fund may use a representative sampling strategy whereby the Underlying Fund would hold a significant number of the component securities of its underlying index, but may not track the index with the same degree of accuracy as would an investment vehicle replicating the entire index. For example, the Sub-Adviser may use a representative sampling if one or more of the component securities in the underlying index began to raise liquidity concerns, and the Sub-Adviser may determine to exclude those component securities from the Underlying Fund’s portfolio until the liquidity concerns were lifted. In addition, the Underlying Fund may not be able to invest in certain securities included in its underlying index due to restrictions or limitations on the trading of such securities. When securities are deleted from the underlying index, the Sub-Adviser will typically remove these securities from the Underlying Fund’s portfolio. However, in the discretion of the Sub-Adviser, the Underlying Fund may remain invested in securities that were deleted from the underlying index until the next rebalancing of the Underlying Fund.

The Fund may invest up to 20% of its total assets in investments not included in the Target Index, but which the Sub-Adviser believes will help the Fund track the Target Index. For example, there may be instances in which the Sub-Adviser may choose to purchase or sell investments including ETF and other investment company securities, derivatives, and cash and cash equivalents as substitutes for one or more Target Index components or in anticipation of changes in the Target Index’s components. There may also be instances in which the Sub-Adviser may choose to overweight securities in the Target Index. The Fund may not be fully invested at times as a result of, for example, cash flows into the Fund or reserves of cash held by the Fund to meet redemptions and pay expenses. Under these circumstances, the Fund may not track the Target Index with the same degree of accuracy as it otherwise would.

The Index Provider, in consultation with an affiliate of the Adviser, developed the Target Index methodology. The Index Provider is responsible for the ongoing maintenance, calculation and administration of the Target Index. The Target Index is unmanaged and cannot be invested in directly.

## More Information about the Funds' Principal Investment Risks

Risks	O'Shares FTSE Russell Small Cap Quality Dividend ETF	O'Shares FTSE Russell International Quality Dividend ETF	O'Shares FTSE Russell International Quality Dividend ETF (Currency Hedged)	O'Shares FTSE Russell Emerging Markets Quality Dividend ETF	O'Shares FTSE Russell Emerging Markets Quality Dividend ETF (Currency Hedged)
<b>Principal Risks</b>					
Authorized Participants Concentration Risk	X	X	X	X	X
Cash and Cash Equivalents Risk	X	X	X	X	X
Concentration Risk	X	X	X	X	X
Depository Receipts Risk		X	X	X	X
Derivatives Risk			X		X
Dividend-Paying Stocks Risk	X	X	X	X	X
Emerging Markets Risk				X	X
Equity Investing Risk	X	X	X	X	X
ETFs and Other Investment Companies Risk	X	X	X	X	X
Foreign Investment Risk		X	X	X	X
Geographic Concentration Risk		X	X	X	X
Hedging Risk			X		X
Index-Related Risk	X	X	X	X	X
International Closed Market Trading Risk		X	X	X	X
Large Capitalization Securities Risk		X	X	X	X
Liquidity Risk	X	X	X	X	X
Market Events Risk	X	X	X	X	X
Mid-Capitalization Securities Risk		X	X	X	X
Multifactor Risk	X	X	X	X	X
Premium-Discount Risk	X	X	X	X	X
Quality Stocks Risk	X	X	X	X	X
REIT Risk	X	X	X	X	X
Sampling Risk	X	X	X	X	X
Secondary Market Trading Risk	X	X	X	X	X
Sector Risk	X	X	X	X	X
Small Capitalization Securities Risk	X				
Tracking Error Risk	X	X	X	X	X
Volatility Risk	X	X	X	X	X

References to the Adviser include the Sub-Adviser for purposes of these Principal Investment Risks. For the O'Shares FTSE Russell International Quality Dividend ETF (Currency Hedged) and O'Shares FTSE Russell Emerging Markets Quality Dividend ETF (Currency Hedged), references to the Fund include the Underlying Fund for purposes of these Principal Investment Risks.

**Authorized Participants Concentration Risk.** The Fund has a limited number of financial institutions that may act as Authorized Participants. To the extent they cannot or are otherwise unwilling to engage in creation and redemption transactions with the Fund and no other Authorized Participant steps in, shares of the Fund may trade like closed-end fund shares at a significant discount to NAV and may face trading halts and/or delisting from the Exchange. This risk may be more pronounced in volatile markets, potentially where there are significant redemptions in ETFs generally.

**Cash and Cash Equivalents Risk.** The Fund may hold cash or cash equivalents. Generally, such positions offer less potential for gain than other investments. Holding cash or cash equivalents, even strategically, may lead to missed investment opportunities. This is particularly true when the market for other investments in which the Fund may invest is rapidly rising. If the Fund holds cash uninvested it will be subject to the credit risk of the depositing institution holding the cash.

**Concentration Risk.** To the extent that the Fund's Target Index is concentrated in a particular sector, industry or group of industries, the Fund is also expected to be concentrated in that sector or industry and may subject the Fund to a greater loss as a result of adverse economic, business or other developments affecting that industry. In addition, the value of the Fund's shares may change at different rates compared to the value of shares of a fund with investments in a more diversified mix of sectors or industries. An individual sector, industry or group of industries may have above-average performance during particular periods, but may also move up and down more than the broader market. The Fund's performance could also be affected if the sectors or industries do not perform as expected.

**Depository Receipts Risk.** The Fund's investments in foreign companies may be in the form of depository receipts or other securities convertible into securities of foreign issuers, including American Depositary Receipts ("ADRs"), European Depositary Receipts ("EDRs") and Global Depositary Receipts ("GDRs"). ADRs, EDRs, and GDRs are generally subject to the risks of investing directly in foreign securities and, in some cases, there may be less information available about the underlying issuers than would be the case with a direct investment in the foreign issuer. ADRs are U.S. dollar-denominated receipts representing shares of foreign-based corporations. GDRs are similar to ADRs but are shares of foreign-based corporations generally issued by international banks in one or more markets around the world. EDRs are receipts issued in Europe that evidence ownership of underlying securities issued by a foreign corporation. Generally, EDRs are designed for use in European securities markets. Investment in ADRs, GDRs and EDRs may be less liquid than the underlying shares in their primary trading market and may be more volatile. Distributions paid to holders of depository receipts, such as the Fund, may be subject to a fee charged by the depository. Depository receipts may be "sponsored" or "unsponsored" and may be unregistered and unlisted. Sponsored depository receipts are established jointly by a depository and the underlying issuer, whereas unsponsored depository receipts may be established by a depository without participation by the underlying issuer. Holders of an unsponsored depository receipt generally bear all the costs associated with establishing the unsponsored depository receipt. In addition, the issuers of the securities underlying unsponsored depository receipts are not obligated to disclose material information in the United States and, therefore, there may be less information available regarding such issuers and there may not be a correlation between such information and the market value of the depository receipts. The Fund's investments may also include ADRs, GDRs and EDRs that are not purchased in the public markets and are restricted securities that can be offered and sold only to "qualified institutional buyers" under Rule 144A of the Securities Act. The Adviser will determine the liquidity of these investments pursuant to guidelines established by the Board. If a particular investment in such ADRs, GDRs or EDRs is deemed illiquid, that investment will be included within the Fund's limitation on investments in illiquid securities. Moreover, if adverse market conditions were to develop during the period between the Fund's decision to sell these types of ADRs, GDRs or EDRs and the point at which the Fund is permitted or able to sell such security, the Fund might obtain a price less favorable than the price that prevailed when it decided to sell. Also, the Fund may have limited voting rights and investment restrictions in certain countries may adversely impact the value of the depository receipt. Such restrictions may cause shares of the underlying issuer to trade at a discount or premium to the market price of the depository receipt.

**Derivatives Risk.** A derivative is a financial contract whose value depends on, or is derived from, changes in the value of one or more underlying assets, reference rates, or indexes. The Fund's use of derivatives — such as forward currency contracts and futures contracts — may involve risks different from, or greater than, the risks associated with investing in more traditional investments, such as stocks and bonds. Derivatives require investment techniques and risk analyses different from those of other investments. If the Adviser incorrectly forecasts the value of securities, currencies, interest rates or other economic factors in using derivatives, the Fund might have been in a better position if the Fund had not entered into the derivatives. Derivatives can be highly complex and may perform in unanticipated ways. The use of derivatives can lead to losses due to adverse movements in the price or value of the underlying asset, index, currency or rate, which may be magnified by certain features of a derivative instrument. Derivatives may be highly volatile, and the Fund could lose more than the amount it invests. Derivatives may be difficult to value and highly illiquid, and the Fund may not be able to close out or sell a derivative position at a particular time or at an anticipated price. The Fund's use of derivatives may increase the amount and affect the timing and character of taxable distributions payable to shareholders. The Fund's use of derivatives may be limited by the requirements for taxation of the Fund as a regulated investment

company. Also, suitable derivative transactions may not be available in all circumstances. There can be no assurance that the Fund will engage in derivative transactions to reduce exposure to other risks when that would be beneficial.

Derivatives may be subject to counterparty risk. Counterparty risk is the risk that a loss may be sustained by the Fund as a result of the insolvency or bankruptcy of the other party to the transaction or the failure of the other party to make required payments or otherwise comply with the terms of the transaction. Changing conditions in a particular market area, whether or not directly related to the referenced assets that underlie the transaction, may have an adverse impact on the creditworthiness of the counterparty.

Certain derivatives transactions, including over-the-counter (“OTC”) swaps and other OTC derivatives, are not entered into or traded on exchanges or in markets regulated by the Commodity Futures Trading Commission or the SEC. Instead, such OTC derivatives are entered into directly with the counterparty and may be traded only through financial institutions acting as market makers. OTC derivatives transactions can only be entered into with a willing counterparty. Where no such counterparty is available for a desired transaction, the Fund will be unable to enter into the transaction. There also may be greater risk that no liquid secondary market in the trading of OTC derivatives will exist, in which case the Fund may be required to hold such instruments until exercise, expiration or maturity. Many of the protections afforded to exchange participants will not be available to participants in OTC derivatives transactions. OTC derivatives transactions are not subject to the guarantee of an exchange or clearinghouse and, as a result, the Fund would bear greater risk of default by the counterparties to such transactions.

The counterparty risk for exchange-traded derivatives is generally less than for privately-negotiated or OTC derivatives, since generally an exchange or clearinghouse, which is the issuer or counterparty to each exchange-traded instrument, provides a guarantee of performance. For privately negotiated instruments, there is no similar exchange or clearinghouse guarantee. In all such transactions, the Fund bears the risk that the counterparty will default, and this could result in a loss of the expected benefit of the derivative transactions and possibly other losses to the Fund. The Fund will enter into transactions, or have exposure to, derivative instruments involving counterparties that the Adviser reasonably believes are capable of performing under the contract.

Finally, the regulation of derivatives is a rapidly changing area of law and it is not possible to predict fully the effects of current or future regulation. The changes enacted by the Dodd-Frank Wall Street Reform and Consumer Protection Act and any future revisions may, among various possible effects, increase the cost of entering into derivatives transactions, require more assets of the Fund to be used for collateral in support of those derivatives, restrict the ability of the Fund to enter into certain types of derivative transactions or limit the Fund’s use of these instruments effectively as a part of its investment strategy, and could adversely affect the Fund’s ability to achieve its investment objective. Recent legislation proposes new regulation of funds’ use of derivative instruments. The extent and impact of the regulation are not yet fully known and may not be for some time. New regulation of derivatives may make derivatives more costly, may limit the availability of derivatives or may otherwise adversely affect the value or performance of derivatives.

**Dividend-Paying Stocks Risk.** High dividend-paying stocks may underperform non-dividend paying stocks and the market in general. The Fund’s ability to distribute income to shareholders will depend on the yield available on the securities held by the Fund. Changes in the dividend policies of companies held by the Fund could make it difficult for the Fund to provide a predictable level of income or increase the rate of dividend payout growth. Also, a company may reduce or eliminate its dividend after the Fund has gained exposure to such a company’s securities.

**Emerging Markets Risk.** Emerging market risks include: smaller market capitalization of securities markets, which may suffer periods of relative illiquidity; significant price volatility; significant periods of inflation or deflation; restrictions on foreign investment; possible nationalization, expropriation, or confiscatory taxation of investment income and capital; increased social, economic and political uncertainty and instability; greater debt burdens relative to the size of the economy; pervasive corruption and crime; more or less governmental involvement, supervision and regulation in the economy compared to the U.S.; differences in auditing and financial reporting standards, which may result in unavailability of material information about issuers; and less developed legal systems.

In addition to the heightened risk level for foreign-domiciled companies discussed above, investments in companies domiciled in emerging market countries may be subject to other significant risks, including:

- Emerging market countries may be less stable and more volatile than the U.S., giving rise to greater political, economic and social risks, including: rapid and adverse diplomatic and political developments; social instability; or internal, external and regional conflicts, terrorism and war.

- Certain national policies, which may restrict a Fund's investment opportunities, including: restrictions on investment in some or all issuers or industries in an emerging market country; or capital and currency controls.
- The small current size of the markets for emerging market securities and the currently low or nonexistent volume of trading, which could result in a lack of liquidity and greater price volatility.
- Foreign taxation.
- The absence of developed legal structures governing private or foreign investment, including: lack of legal structures allowing for judicial redress or other legal remedies for injury to private property, breach of contract or other investment-related damages; or inability to vote proxies or exercise shareholder rights.
- The absence, until recently in many developing countries, of a capital market structure or market-oriented economy including significant delays in settling portfolio transactions and risks associated with share registration and custody.
- The possibility that recent favorable economic developments in some emerging market countries may be slowed or reversed by unanticipated political or social events in those countries.
- The pervasiveness of corruption and crime.
- Certain emerging market countries may become subject to international sanctions that adversely affect the economy generally and may have a significant adverse effect on particular industries.

In addition, many of the countries in which a Fund may invest have experienced substantial, and during some periods extremely high, rates of inflation for many years. Inflation and rapid fluctuations in inflation rates have had, and may continue to have, negative effects on the economies and securities markets of certain countries. Moreover, the economies of some developing countries have less favorable growth of gross domestic product, rapid rates of inflation, currency depreciation, capital reinvestment, resource self-sufficiency and balance of payments position compared to the U.S. economy. Economies of emerging market countries could likewise be adversely affected by significant periods of deflation or greater sensitivity to interest rates.

Investments in emerging market countries may involve risks of nationalization, expropriation and confiscatory taxation. For example, the former Communist governments of a number of Eastern European countries expropriated large amounts of private property in the past, in many cases without adequate compensation, and there can be no assurance that such expropriation will not occur in the future. In the event of expropriation, a Fund could lose a substantial portion of any investments it has made in the affected countries.

Even though the currencies of some emerging market countries may be pegged to the U.S. dollar, the conversion rate may be controlled by government regulation or intervention at levels significantly different than what would prevail in a free market. Significant revaluations of the U.S. dollar exchange rate of these currencies could cause substantial reductions in a Fund's NAV.

**Equity Investing Risk.** An investment in the Fund involves risks similar to those of investing in any fund holding or having exposure to equity securities, such as market fluctuations, changes in interest rates and perceived trends in stock prices. The values of equity securities could decline generally or could underperform other investments. Different types of equity securities tend to go through cycles of outperformance and underperformance in comparison to the general securities markets. In addition, securities may decline in value due to factors affecting a specific issuer, market or securities markets generally. Recent unprecedented turbulence in financial markets, reduced liquidity in credit and fixed income markets, or rising interest rates may negatively affect many issuers worldwide, which may have an adverse effect on the Fund.

**ETFs and Other Investment Companies Risk.** The risks of investing in securities of ETFs and other investment companies, including a Fund's investment in an Underlying Fund, as applicable, typically reflect the risks of the types of instruments in which an Underlying Fund or other ETF or investment company invests. The O'Shares FTSE Russell International Quality Dividend ETF (Currency Hedged) and the O'Shares FTSE Russell Emerging Markets Quality Dividend ETF (Currency Hedged) expect to invest a substantial portion of their assets in their respective Underlying Fund, the Funds' investment performance is therefore likely to be directly related to the performance of such Underlying Fund. The NAV of the O'Shares FTSE Russell International Quality Dividend ETF (Currency Hedged) and O'Shares FTSE Russell Emerging Markets Quality Dividend ETF (Currency Hedged) will change with changes in the value of the Underlying Fund and other instruments in which the Fund invests based on their market valuations.



When a Fund invests in an Underlying Fund, as applicable, or in these other securities, shareholders of the Fund bear their proportionate share of the fees and expenses of the Underlying Fund or other ETF or investment company, as well as their share of the Fund's fees and expenses. As a result, a Fund's investment in an Underlying Fund, as applicable, or in an ETF or another investment company, could cause the Fund's operating expenses to be higher and performance to be lower. An investment in the O'Shares FTSE Russell International Quality Dividend ETF (Currency Hedged) and the O'Shares FTSE Russell Emerging Markets Quality Dividend ETF (Currency Hedged) will entail more costs and expenses than a direct investment in the Underlying Fund, including as a result of the currency hedging activity conducted by the Fund. As the allocation to an Underlying Fund changes from time to time, or to the extent that the expense ratio of the Underlying Fund changes, the weighted average operating expenses borne by the O'Shares FTSE Russell International Quality Dividend ETF (Currency Hedged) and the O'Shares FTSE Russell Emerging Markets Quality Dividend ETF (Currency Hedged) may increase or decrease.

The O'Shares FTSE Russell International Quality Dividend ETF (Currency Hedged) and the O'Shares FTSE Russell Emerging Markets Quality Dividend ETF (Currency Hedged) may invest in other funds, including their respective Underlying Fund, as applicable, advised by the Adviser. The Adviser may be subject to conflicts of interest in allocating Fund assets to other funds to the extent that the Adviser is paid a management fee both by the Fund and the fund in which the Fund invests.

Through its investment in an Underlying Fund, as applicable, and investments in other ETFs or investment companies, a Fund may be indirectly exposed to additional risks. Derivatives used by an Underlying Fund or other investment companies in which a Fund may invest may cause them to become leveraged, allowing them to obtain the right to a return on stipulated capital that exceeds the amount paid or invested. Use of leverage is speculative and could magnify losses. Although certain investment companies, including an Underlying Fund, may segregate liquid assets to cover the market value of their obligations under the derivatives, this will not prevent losses of amounts in excess of the segregated assets. Other investment companies may not employ any risk management procedures at all, leading to even greater losses.

**Foreign Investment Risk.** The Fund may invest in foreign securities, including non-U.S. dollar-denominated securities traded outside of the United States and U.S. dollar-denominated securities of foreign issuers traded in the United States. Returns on investments in foreign securities could be more volatile than, or trail the returns on, investments in U.S. securities. Investments in foreign securities, including investments in ADRs, EDRs or GDRs, are subject to special risks, including the following:

*Foreign Securities Risk.* Investments in non-U.S. securities involve certain risks that may not be present with investments in U.S. securities. For example, investments in non-U.S. securities may be subject to risk of loss due to political or economic instability. There may be less information publicly available about non-U.S. issuers. Non-U.S. issuers may be subject to different accounting, auditing, financial reporting and investor protection standards. Changes to the financial condition or credit rating of foreign issuers may also adversely affect the value of the Fund's securities. Investments in non-U.S. securities may be subject to withholding or other taxes and may be subject to additional trading, settlement, custodial, and operational risks. Because legal systems differ, there is also the possibility that it will be difficult to obtain or enforce legal judgments in certain countries. Since foreign exchanges may be open on days when the Fund does not price its shares, the value of the securities in the Fund's portfolio may change on days when shareholders will not be able to purchase or sell Fund shares. Conversely, Fund shares may trade on days when foreign exchanges are closed. Investments in foreign securities may involve higher costs than investments in U.S. securities, including higher transaction and custody costs as well as the imposition of additional taxes by foreign governments. Each of these factors can make investments in the Fund more volatile and potentially less liquid than other types of investments.

*Capital Controls Risk.* Economic conditions, such as volatile currency exchange rates and interest rates, political events and other conditions, may, without prior warning, lead to government intervention and the imposition of "capital controls" or expropriation or nationalization of assets. The possible establishment of exchange controls or freezes on the convertibility of currency, or the adoption of other governmental restrictions, might adversely affect an investment in foreign securities. Capital controls include the prohibition of, or restrictions on, the ability to transfer currency, securities or other assets within or out of a jurisdiction. Levies may be placed on profits repatriated by foreign entities (such as the Fund). Capital controls may impact the ability of the Fund to buy, sell or otherwise transfer securities or currency, may adversely affect the trading market and price for shares of the Fund, and may cause the Fund to decline in value.

*Currency Risk.* The Fund's NAV is determined on the basis of U.S. dollars; therefore, unless perfectly hedged, the Fund may lose value if the local currency of a foreign market depreciates against the U.S. dollar, even if the local currency value of the Fund's holdings goes up. Currency exchange rates may fluctuate significantly over short periods of time. Currency exchange rates also can be affected unpredictably by intervention; by failure to intervene by U.S. or foreign governments or central banks; or by currency controls or political developments in the U.S. or abroad. Changes in foreign currency exchange rates may affect the NAV of the Fund and the price of the Fund's shares. Devaluation of a currency by a country's government or banking authority would have a significant impact on the value of any investments denominated in that currency.

*Political and Economic Risk.* The Fund is subject to foreign political and economic risk not associated with U.S. investments, meaning that political events (civil unrest, national elections, changes in political conditions and foreign relations, imposition of exchange controls and repatriation restrictions), social and economic events (labor strikes, rising inflation) and natural disasters occurring in a foreign country could cause the Fund's investments to experience gains or losses. The Fund also could be unable to enforce its ownership rights or pursue legal remedies in countries where it invests or to which it has exposure. With respect to certain countries, there is the possibility of the default or threat of default by a country on its sovereign debt. Responses to the financial problems by governments, central banks and others, including austerity measures and reforms, may not produce the desired results, may result in social unrest and may limit future growth and economic recovery or have other unintended consequences. Further defaults or restructurings by governments and other entities of their debt could have additional adverse effects on economies, financial markets and asset valuations around the world. The risk of investments in Europe may be heightened due to the 2016 referendum in which the United Kingdom voted to exit the EU. Political, economic and legal uncertainty may cause increased market volatility. In addition, if one or more countries were to exit the EU or abandon the use of the Euro as a currency, the value of investments associated with those countries or the Euro could decline significantly and unpredictably and it would likely cause additional market disruption globally and introduce new legal and regulatory uncertainties.

*Foreign Market and Trading Risk.* The trading markets for many foreign securities are not as active as U.S. markets and may have less governmental regulation and oversight. Foreign markets also may have clearance and settlement procedures that make it difficult for the Fund to buy and sell securities. The procedures and rules governing foreign transactions and custody (holding of the Fund's assets) also may involve delays in payment, delivery or recovery of money or investments. These factors could result in a loss to the Fund by causing the Fund to be unable to dispose of an investment or to miss an attractive investment opportunity, or by causing Fund assets to be uninvested for some period of time.

**Geographic Concentration Risk.** Because the Fund's investments may be concentrated in a particular geographic region or country, the value of Fund shares may be affected by events that adversely affect that region or country and may fluctuate more than that of a less concentrated fund.

**Hedging Risk.** The Fund's hedging strategies may not be successful, and even if they are successful, the Fund's exposure to foreign currencies is not expected to be fully hedged at all times. Hedging against a decline in the value of a currency does not eliminate fluctuations in the value of a portfolio security denominated in that currency or prevent a loss if the value of the security declines. Investments in forward foreign currency contracts and futures contracts may not perfectly offset actual fluctuations in the exchange rate between foreign currencies and the U.S. dollar, including because currency exchange rates are volatile. In addition, forward foreign currency contracts are OTC contracts that depend on performance by a counterparty; if such counterparty fails to perform, the Fund may lose money.

*Forward Currency Contracts Risk.* A forward foreign currency contract involves a negotiated obligation to purchase or sell a specific currency at a future date (with or without delivery required), which may be any fixed number of days from the date of the contract agreed upon by the parties, at a price set at the time of the contract. Forward foreign currency contracts are not traded on exchanges; rather, a bank or dealer will act as agent or as principal in order to make or take future delivery. Risks associated with forwards may include: (i) an imperfect correlation between the movement in prices of forward contracts and the currencies underlying them; (ii) an illiquid market for forwards; (iii) difficulty in obtaining an accurate value for the forwards; and (iv) the risk that the counterparty to the forward contract will default or otherwise fail to honor its obligation. Because forwards require only a small initial investment in the form of a deposit or margin, they expose the Fund to the potential for leverage.

*Futures Contracts Risk.* Futures contracts are a type of derivative investment. A derivative refers to any financial instrument whose value is derived, at least, in part, from the price of another security or a specified index, asset or

rate. The use of derivatives presents risks different from, and possibly greater than, the risks associated with investing directly in traditional securities. Derivatives can be highly complex and their use within a management strategy can require specialized skills. There can be no assurance that any strategy used will succeed. If the Fund incorrectly forecasts currency exchange rates, the Fund could lose money.

Futures contracts may experience dramatic price changes (losses) and imperfect correlations between the price of the contract and the foreign currency, which will increase the volatility of the Fund or and may involve a small investment of cash (the amount of initial and variation margin) relative to the magnitude of the risk assumed (the potential increase or decrease in the price of the futures contract). There may not be a liquid secondary market for a futures contract. When the Fund or purchases or sells a futures contract, it is subject to daily variation margin calls that could be substantial. If the Fund has insufficient cash to meet daily variation margin requirements, it might need to sell securities at a time when such sales are disadvantageous.

**Index-Related Risk.** The Adviser does not actively manage the Fund and therefore does not attempt to analyze, quantify or control the risks associated with investing in securities in the Target Index. The Fund invests primarily in securities included in, or representative of, its Target Index regardless of their investment merits. The Adviser does not attempt to take defensive positions in declining markets. As a result, the Fund may hold constituent securities regardless of the current or projected performance of a specific security or a particular industry or market sector. Maintaining investments in securities regardless of market conditions or the performance of individual securities could cause the Fund's return to be lower than if the Fund employed an active strategy.

The Fund seeks to achieve a return which corresponds generally to the price and yield performance, before fees and expenses, of the Target Index as published by the Index Provider. There is no assurance that the Target Provider or any agents that may act on its behalf will compile the Target Index accurately, or that the Target Index will be determined, composed or calculated accurately. While the Index Provider provides descriptions of what the Target Index is designed to achieve, neither the Index Provider nor its agents provide any warranty or accept any liability in relation to the quality, accuracy or completeness of the Target Index or its related data, and they do not guarantee that the Target Index will be in line with the Index Provider's methodology. Errors in respect of the quality, accuracy and completeness of the data may occur from time to time and may not be identified and corrected by the Index Provider for a period of time or at all, particularly where the indices are less commonly used. Therefore, gains, losses or costs associated with errors of the Index Provider or its agents will generally be borne by the Fund and its shareholders. For example, during a period where the Fund's Target Index contains incorrect constituents, the Fund would have market exposure to such constituents and would be underexposed to the Target Index's other constituents. Such errors may negatively or positively impact the Fund and its shareholders. Any gains due to the Index Provider's or others' errors will be kept by the Fund and its shareholders and any losses resulting from the Index Provider's or others' errors will be borne by the Fund and its shareholders. The Target Index is new and has a limited performance history. The foregoing risks may be greater for a new index.

Apart from scheduled rebalances, the Index Provider or its agents may carry out additional ad hoc rebalances to the Target Index in order, for example, to correct an error in the selection of index constituents. When the Target Index of the Fund is rebalanced and the Fund in turn rebalances its portfolio to attempt to increase the correlation between the Fund's portfolio and the Target Index, any transaction costs and market exposure arising from such portfolio rebalancing will be borne directly by the Fund and its shareholders. Therefore, errors and additional ad hoc rebalances carried out by the Index Provider to the Target Index may increase the costs and the tracking error risk of the Fund.

**International Closed Market Trading Risk.** Because the Fund's underlying securities trade on markets that may be closed when the Exchange is open, there are likely to be deviations between current pricing of an underlying security and stale pricing resulting in the Fund trading at a discount or premium to NAV that may be greater than those incurred by other ETFs.

**Large Capitalization Securities Risk.** Investments in large capitalization companies may go in and out of favor based on market and economic conditions and may underperform other market segments. Some large capitalization companies may be unable to respond quickly to new competitive challenges and attain the high growth rate of successful smaller companies, especially during extended periods of economic expansion. As such, returns on investments in stocks of large capitalization companies could trail the returns on investments in stocks of small and mid-capitalization companies.

**Liquidity Risk.** Liquidity risk exists when the markets for particular securities or types of securities or other investments are or become relatively illiquid so that the Fund is unable, or it becomes more difficult for the Fund, to sell the security at the price at which the Fund has valued the security. Illiquidity may result from political, economic or issuer specific

events; supply/demand imbalances; changes in a specific market's size or structure, including the number of participants; or overall market disruptions. Securities with reduced liquidity or that become illiquid may involve greater risk than securities with more liquid markets. Market prices or quotations for illiquid securities may be volatile, and there may be large spreads between bid and ask prices. Reduced liquidity may have an adverse impact on market price and the Fund's ability to sell particular securities when necessary to meet the Fund's liquidity needs or in response to a specific economic event. To the extent that the Fund and its affiliates hold a significant portion of an issuer's outstanding securities, the Fund may be subject to greater liquidity risk than if the issuer's securities were more widely held.

**Market Events Risk.** The market values of the Fund's investments, and therefore the value of the Fund's shares, will go up and down, sometimes rapidly or unpredictably. Market risk may affect a single issuer, industry or section of the economy, or it may affect the market as a whole. The value of the Fund's investments may go up or down due to general market conditions which are not specifically related to the particular issuer, such as real or perceived adverse economic conditions, changes in the general outlook for revenues or corporate earnings, changes in interest or currency rates, regional or global instability, or adverse investor sentiment generally. The value of the Fund's investments may also go up or down due to factors that affect an individual issuer or a particular industry or sector, such as changes in production costs and competitive conditions within an industry.

Turbulence in the financial markets and reduced liquidity in equity, credit and fixed-income markets may negatively affect issuers worldwide, which could have an adverse effect on the Fund. Following the financial crisis that began in 2007, the Federal Reserve has attempted to stabilize the U.S. economy and support the U.S. economic recovery by keeping the federal funds rate at or near zero percent. When the Federal Reserve raises the federal funds rate, there is a risk that interest rates across the U.S. financial system will rise. These policy changes may expose markets to heightened volatility and may reduce liquidity for certain Fund investments, causing the value of the Fund's investments and share price to decline. To the extent the Fund experiences disruption in the creation/redemption process of the Fund because of these policy changes, the Fund may experience increased portfolio turnover, which will increase the costs that the Fund incurs and may lower the Fund's performance.

**Mid-Capitalization Securities Risk.** Investing in securities of medium capitalization issuers involves greater risk than customarily is associated with investing in larger, more established companies. These issuer's securities may be more volatile and less liquid than those of more established issuers. These securities may have returns that vary, sometimes significantly, from the overall securities market. Medium capitalization issuers are sometimes more dependent on key personnel or limited product lines than larger, more diversified issuers. Often, medium capitalization issuers and the industries in which they focus are still evolving and, as a result, they may be more sensitive to changing market conditions.

**Multifactor Risk.** The Target Index, and thus the Fund, seeks to achieve specific factor exposures. There can be no assurance that targeting exposure to such factors will enhance the Fund's performance over time, and targeting exposure to certain factors may detract from performance in some market environments. There is no guarantee the Index Provider's methodology will be successful in creating an index that achieves the specific factor exposures.

**Premium-Discount Risk.** Although it is expected that the market price of Fund shares typically will approximate its NAV, there may be times when the market price and the NAV differ. Thus, the investor may pay more than NAV when buying Fund shares on the secondary market, and may receive less than NAV when the investor sells Fund shares on the secondary market. This risk is separate and distinct from the risk that the NAV of Fund shares may decrease.

**Quality Stocks Risk.** Quality investing entails investing in securities of companies with high returns on equity, stable earnings per share growth, and low financial leverage. This style of investing is subject to the risk that the past performance of these companies does not continue or that the returns on "quality" equity securities are less than returns on other styles of investing or the overall stock market. In addition, there may be periods when quality investing is out of favor and during which the investment performance of a fund using a quality strategy may suffer.

**REIT Risk.** A REIT is a company that owns or finances income-producing real estate. The Fund, through its investments in or exposure to REITs, is subject to the risks of investing in the real estate market, including decreases in property revenues, increases in interest rates, increases in property taxes and operating expenses, legal and regulatory changes, a lack of credit or capital, defaults by borrowers or tenants, environmental problems and natural disasters.

REITs are subject to additional risks, including those related to adverse governmental actions, declines in property value and the real estate market, and the potential failure to qualify for tax-free pass through of income and exemption from registration as an investment company. REITs are dependent upon specialized management skills and may invest in relatively few properties, a small geographic area or a small number of property types. As a result, investments in or

exposure to REITs may be subject to volatility. To the extent the Fund invests in REITs concentrated in specific geographic areas or property types, the Fund may be subject to a greater loss as a result of adverse developments affecting such area or property types. REITs are pooled investment vehicles with their own fees and expenses and the Fund will indirectly bear a proportionate share of those fees and expenses.

**Sampling Risk.** To the extent the Fund uses a representative sampling approach, it will hold a smaller number of securities than are in the Target Index. As a result, an adverse development respecting a security held by the Fund could result in a greater decline in NAV than would be the case if the Fund held all of the securities in the Target Index. Conversely, a positive development relating to a security in the Target Index that is not held by the Fund could cause the Fund to underperform the Target Index. To the extent the assets in the Fund are smaller, these risks will be greater.

**Secondary Market Trading Risk.** Investors buying or selling Shares in the secondary market will generally pay brokerage commissions or other charges imposed by brokers as determined by that broker. Brokerage commissions are often a fixed amount and may be a significant proportional cost for investors seeking to buy or sell relatively small amounts of Fund shares. In addition, secondary market investors will also incur the cost of the difference between the price that an investor is willing to pay for Fund shares (the “bid” price) and the price at which an investor is willing to sell Shares (the “ask” price). This difference in bid and ask prices is often referred to as the “spread” or “bid/ask spread.” The bid/ask spread varies over time for Shares based on trading volume and market liquidity, and is generally lower if the Fund’s shares have more trading volume and market liquidity and higher if the Fund’s shares have little trading volume and market liquidity. Further, increased market volatility may cause increased bid/ask spreads.

Although the Fund’s shares are listed on the Exchange, there can be no assurance that an active or liquid trading market for them will develop or be maintained. In addition, trading in Fund shares on the Exchange may be halted due to market conditions or for reasons that, in the view of the Exchange, make trading in Fund shares inadvisable. Further, trading in Fund shares on the Exchange is subject to trading halts caused by extraordinary market volatility pursuant to the Exchange “circuit breaker” rules. There can be no assurance that the requirements of the Exchange necessary to maintain the listing of the Fund will continue to be met or will remain unchanged.

**Sector Risk.** To the extent the Target Index, and thereby the Fund, emphasizes, from time to time, investments in a particular sector, the Fund is subject to a greater degree to the risks particular to that sector. Market conditions, interest rates, and economic, regulatory, or financial developments could significantly affect all the securities in a single sector. If the Fund invests in a few sectors, it may have increased exposure to the price movements of those sectors.

**Small Capitalization Securities Risk.** The securities of small capitalization companies are often more volatile and less liquid than the stocks of larger companies and may be more affected than other types of securities during market downturns. Compared to larger companies, small capitalization companies may have a shorter history of operations, and may have limited product lines, markets or financial resources.

**Tracking Error Risk.** Tracking error is the divergence of the Fund’s performance from that of its Target Index. The Fund’s return may not match the return of the Target Index for a number of other reasons. For example, the Fund incurs a number of operating expenses not applicable to the Target Index, and incurs costs in buying and selling securities, especially when reconstituting the Fund’s securities holdings to reflect changes in the composition of the Target Index. Because the Target Index’s components are reconstituted on an annual basis, the Fund’s costs associated with reconstitution may be greater than those incurred by other ETFs that track indices whose composition changes less frequently. If the Fund is not fully invested, holding cash balances may prevent it from tracking the Target Index. In addition, the Fund’s NAV may deviate from the Target Index if the Fund fair values a portfolio security at a price other than the price used by the Target Index for that security. In addition, to the extent the Fund employs a representative sampling strategy, the stocks held by the Fund may provide performance that differs from the aggregate performance of all of the securities comprising the Target Index.

**Volatility Risk.** There is a risk that the present and future volatility of a security, relative to the underlying FTSE index, will not be the same as it has historically been, and thus that the Target Index will not be exposed to the less volatile securities in the underlying FTSE index universe. Volatile stocks are subject to sharp swings in value.

#### **Other Information**

**Exclusion of Adviser from Commodity Pool Operator (“CPO”) Definition.** With respect to each Fund, the Adviser has claimed an exclusion from the definition of a CPO under the Commodity Exchange Act (“CEA”) and the rules of the

Commodity Futures Trading Commission (“CFTC”) and, therefore, is not subject to CFTC registration or regulation as a CPO. In addition, the Adviser is relying upon a related exclusion from the definition of a “commodity trading advisor” under the CEA and the rules of the CFTC.

The terms of the CPO exclusion require the Funds, among other things, to adhere to certain limits on its investments in “commodity interests.” Commodity interests include commodity futures, commodity options and swaps, which in turn include non-deliverable forward currency agreements, as further described in the Funds’ statement of additional information (“SAI”). Because the Adviser and the Funds intend to comply with the terms of the CPO exclusion at this time, the Funds will limit their investments in these types of instruments. The Funds are not intended as a vehicle for trading in the commodity futures, commodity options or swaps markets. The CFTC has neither reviewed nor approved the Adviser’s reliance on these exclusions, or the Funds, their investment strategies or this Prospectus.

## **Investment Advisory Services**

### **Investment Adviser and Sub-Adviser**

O’Shares Investment Advisers, LLC (“Adviser”) acts as the Funds’ investment adviser pursuant to an investment advisory agreement with the Trust (the “Advisory Agreement”). The Adviser is a Delaware limited liability company with its principal offices located at 1010 Sherbrooke St. West, Suite 2510, Montreal, QC H3A 2R7 (Canada). The Adviser was founded in 2016.

Vident Investment Advisory, LLC (“Sub-Adviser”) acts as the Funds’ sub-adviser pursuant to an investment sub-advisory agreement with the Adviser (the “Sub-Advisory Agreement”). The Sub-Adviser is a Delaware limited liability company with its principal offices located at 300 Colonial Center Parkway, Suite 330, Roswell, Georgia 30076.

Pursuant to the Advisory Agreement, the Adviser has the overall responsibility for the Funds’ investment program. The Adviser, on behalf of each Fund, has entered into an Sub-Advisory Agreement with the Sub-Adviser. The Sub-Adviser is responsible for trading portfolio securities and other investment instruments on behalf of the Funds, including selecting broker-dealers to execute purchase and sale transactions, as instructed by the Adviser or in connection with any rebalancing or reconstitution of a Target Index, subject to the overall supervision and oversight of the Adviser and the Board. The Adviser oversees the Sub-Adviser for compliance with the Funds’ investment objective, policies, strategies and restrictions. The Board of Trustees supervises and oversees the Adviser and the Sub-Adviser, establishes policies that they must follow in their management activities, and oversees the hiring and termination of sub-advisers recommended by the Adviser.

Pursuant to the Advisory Agreement, each Fund pays the Adviser the management fee for its services payable on a monthly basis at the annual rate listed in the table below, based on the average daily net assets of the Fund.

<b>Fund</b>	<b>Management Fee</b>
O’Shares FTSE Russell Small Cap Quality Dividend ETF . . . . .	0.48%
O’Shares FTSE Russell International Quality Dividend ETF . . . . .	0.48%
O’Shares FTSE Russell International Quality Dividend ETF (Currency Hedged) . . . . .	0.58%
O’Shares FTSE Russell Emerging Markets Quality Dividend ETF . . . . .	0.58%
O’Shares FTSE Russell Emerging Markets Quality Dividend ETF (Currency Hedged) . . . . .	0.68%

Pursuant to the Sub-Advisory Agreement, the Adviser compensates the Sub-Adviser out of the management fees it receives from the Funds.

Under the Advisory Agreement, the Adviser bears all of the ordinary operating expenses of the Funds, except for (i) the management fee, (ii) payments under the Funds’ Rule 12b-1 plan, (iii) brokerage expenses (including any costs incidental to transactions in portfolio securities or instruments), (iv) acquired fund fees and expenses, (v) taxes, (vi) interest (including borrowing costs and dividend expenses on securities sold short and overdraft charges), (vii) litigation expenses (including litigation to which the Trust or a Fund may be a party and indemnification of the Trustees and officers with respect thereto) and (viii) other extraordinary or non-routine expenses.

The Adviser has entered into a written fee waiver agreement pursuant to which the Adviser has contractually agreed to reduce its management fees with respect to the O’Shares FTSE Russell International Quality Dividend ETF (Currency Hedged) and O’Shares FTSE Russell Emerging Markets Quality Dividend ETF (Currency Hedged) in an amount equal to any Acquired Fund Fees and Expenses incurred by such Funds from their investments in their respective Underlying Fund

until at least December 31, 2017. The fee waiver agreement may be terminated at any time by the Board, but may not be terminated by the Adviser during the term of the fee waiver agreement. The fee waiver agreement shall automatically terminate upon the termination of the advisory agreement with the Adviser or, with respect to the Fund, in the event of merger or liquidation of the Fund or its respective Underlying Fund, as applicable.

A discussion regarding the basis for the Board's approval of the Advisory Agreement and Sub-Advisory Agreement for each Fund will be available in the Funds' first report to shareholders.

### **Portfolio Manager**

The portfolio manager is responsible for various functions related to portfolio management, including, but not limited to, investing cash inflows, implementing investment strategy, researching and reviewing investment strategy, and overseeing members of his or her portfolio management team with more limited responsibilities.

Denise M. Krisko, CFA, joined the Sub-Adviser as its President in November 2014 and has over twenty years of investment management experience. Prior to joining the Sub-Adviser, Ms. Krisko was the Chief Investment Officer of Index Management Solutions, LLC. Prior to that, she was a Managing Director and Co-Head of the Equity Index Management and Head of East Coast Equity Index Strategies for Mellon Capital Management. She was also a Managing Director of The Bank of New York and Head of Equity Index Strategies for BNY Investment Advisors from August 2005 until the merger of The Bank of New York with Mellon Bank in 2007, when she assumed her role with Mellon Capital Management. Ms. Krisko attained the Chartered Financial Analyst designation in 2000. Ms. Krisko graduated with a BS from Pennsylvania State University and obtained her MBA from Villanova University.

The SAI provides additional information about the portfolio manager's compensation, other accounts managed by the portfolio manager, and the portfolio manager's ownership of shares of the Funds.

### **Manager of Managers Structure**

The Adviser and the Trust will seek an exemptive order from the SEC that will allow the Funds to operate in a "manager of managers" structure whereby the Adviser, as the Fund's investment adviser, can appoint and replace both wholly owned and unaffiliated sub-advisers, and enter into, amend and terminate sub-advisory agreements with such sub-advisers, each subject to Board approval but without obtaining prior shareholder approval (the "Manager of Managers Structure"). The Funds will, however, inform shareholders of the hiring of any new sub-adviser within 90 days after the hiring. The SEC exemptive order will provide the Funds with greater efficiency and without incurring the expenses and delays associated with obtaining shareholder approval of sub-advisory agreements with such sub-advisers.

The use of the Manager of Managers Structure with respect to the Funds will be subject to certain conditions that will be set forth in the SEC exemptive order. Under the Manager of Managers Structure, the Adviser will have the ultimate responsibility, subject to oversight by the Board, to oversee the sub-advisers and recommend their hiring, termination and replacement. The Adviser will also, subject to the review and approval of the Board: set the Fund's overall investment strategy; evaluate, select and recommend sub-advisers to manage all or a portion of the Fund's assets; and implement procedures reasonably designed to ensure that each sub-adviser complies with the Fund's investment objective, policies and restrictions. Subject to the review of the Board, the Adviser will allocate and, when appropriate, reallocate the Fund's assets among sub-advisers and monitor and evaluate the sub-advisers' performance.

### **Information Regarding Exchange-Traded Funds**

Each Fund is an ETF. An ETF is an investment company that offers shares that are listed on a U.S. securities exchange. Because they are listed on an exchange, shares of ETFs can be traded throughout the day on that exchange at market-determined prices.

Conventional mutual fund shares are bought from and redeemed with the issuing fund for cash at the NAV of such shares. ETF shares, by contrast, cannot be purchased from or redeemed with the issuing fund at NAV except by or through Authorized Participants, and then only in large blocks of shares called "Creation Units," usually in exchange for an in-kind basket of securities. In order to be an "Authorized Participant," you must be either a broker-dealer or other participant in the Continuous Net Settlement System ("Clearing Process") of the National Securities Clearing Corporation ("NSCC") or a participant in The Depository Trust Company ("DTC") with access to the DTC system, and you must execute an agreement with the Fund's distributor that governs transactions in the Fund's Creation Units.

NAV is calculated once a day at the close of trading on the New York Stock Exchange (“NYSE”) and reflects a Fund’s total assets, less its liabilities, divided by the number of shares it has outstanding. Transactions in traditional mutual fund shares are typically effected at the NAV next determined after receipt of the transaction order, no matter what time during the day an investor in a traditional mutual fund places an order to purchase or redeem shares, that investor’s order will be priced at that Fund’s NAV determined as of the close of trading of the NYSE. Traditional mutual fund shares may be purchased from a fund directly by the shareholder or through a financial intermediary.

In contrast, investors can purchase and sell ETF shares on a secondary market through a broker. Secondary market transactions may not occur at NAV, but at market prices that change throughout the day, based on the supply of, and demand for, ETF shares and on changes in the prices of the ETF’s portfolio holdings. Accordingly, an investor may pay more (or receive less) than NAV when the investor purchase (or sells) Fund shares on the secondary market. Shareholders will also incur typical brokerage and transaction costs when buying or selling ETF shares on the secondary market. An organized secondary market is expected to exist for the Funds’ shares because Fund shares are listed for trading on the Exchange. It is possible, however, that an active trading market in Fund shares may not be maintained.

### **Pricing Fund Shares**

The NAV of each Fund’s shares is calculated each business day as of the close of regular trading on the NYSE, generally 4:00 p.m., Eastern Time. NAV per share is computed by dividing the net assets by the number of shares outstanding.

The trading prices of shares in the secondary market may differ in varying degrees from their daily NAVs and can be affected by market forces such as supply and demand, economic conditions and other factors.

The approximate value of shares of each Fund, known as the intraday indicative value (“IIV”), will be disseminated every fifteen seconds throughout the trading day by NYSE Group, Inc. or its agents or by other information providers or market data vendors. The IIV is based on the estimated market value of the Fund Deposit (the in-kind creation basket and cash component necessary to purchase a Creation Unit from a Fund) and any short positions. The IIV does not necessarily reflect the precise composition of the current portfolio of investments held by a Fund at a particular point in time or the best possible valuation of the current portfolio. The IIV should not be viewed as a “real-time” update of the NAV because the IIV may not be calculated in the same manner as the NAV, which is computed once a day. The IIV is generally determined by using current market quotations and/or price quotations obtained from broker-dealers that may trade in the relevant securities held by the Fund. The Funds, Adviser, Sub-Adviser and their affiliates are not involved in, or responsible for, the calculation or dissemination of the IIVs and make no warranty as to their accuracy.

If you buy or sell Fund shares on the secondary market, you will pay or receive the market price, which may be higher or lower than NAV. Your transaction will be priced at NAV only if you purchase or redeem your Fund shares in Creation Units.

When calculating the NAV of the Funds’ shares, securities held by the Funds are valued at market quotations when reliable market quotations are readily available. Exchange traded securities and instruments (including equity securities, depositary receipts and ETFs) are generally valued at the last reported sale price on the principal exchange on which such securities are traded (at the NASDAQ Official Closing Price for NASDAQ listed securities), as of the close of regular trading on the NYSE on the day the securities are being valued or, if there are no sales, at the mean of the most recent bid and asked prices. Forward currency contracts are generally valued at the close of the London Exchange at the applicable forward rate on the valuation day. OTC securities and instruments are generally valued using prices provided by a third party pricing service. Any Fund assets denominated in currencies other than the U.S. dollar are generally translated into the U.S. dollar at the prevailing market rates provided by a third party pricing service. Use of a rate different from the rate used by a Target Index may adversely affect a Fund’s ability to track its Target Index.

When reliable market quotations are not readily available, securities are priced at their fair value, which is the price a security’s owner might reasonably expect to receive upon its sale. The Funds also may use fair value pricing if the value of a security it holds has been materially affected by events occurring before the Funds’ pricing time but after the close of the primary markets or exchanges on which the security is traded. Valuing the Funds’ investments using fair value pricing may result in using prices for those investments that may differ from current market valuations. The Board has delegated to a Valuation Committee the authority to determine fair value prices, pursuant to policies and procedures the Board has established. Certain market valuations could result in a difference between the prices used to calculate each Fund’s NAV and the prices used by each Fund’s Target Index, which, in turn, could result in a difference between a Fund’s performance and the performance of its Target Index.



## **Shareholder Information**

Shares of the Funds trade on exchanges and elsewhere during the trading day. Shares can be bought and sold throughout the trading day like other shares of publicly traded securities. There is no minimum investment for purchases made on an exchange. When buying or selling shares through a broker, you will incur customary brokerage commissions and charges. In addition, you will also incur the cost of the “spread,” which is the difference between what professional investors are willing to pay for Fund shares (the “bid” price) and the price at which they are willing to sell Fund shares (the “ask” price). The commission is frequently a fixed amount and may be a significant proportional cost for investors seeking to buy or sell small amounts of shares. The spread with respect to shares of the Funds varies over time based on the Funds’ trading volumes and market liquidity, and is generally lower if the Funds have a lot of trading volume and market liquidity and higher if the Funds have little trading volume and market liquidity. Because of the costs of buying and selling Fund shares, frequent trading may reduce investment return.

Shares of the Funds may be acquired or redeemed directly from the Funds only in Creation Units or multiples thereof. The Funds are listed on the Exchange, which is open for trading Monday through Friday and is closed on weekends and the following holidays, as observed: New Year’s Day, Martin Luther King, Jr. Day, Presidents’ Day, Good Friday, Memorial Day, Independence Day, Labor Day, Thanksgiving Day and Christmas Day.

## **Premium/Discount Information**

Information regarding how often the shares of the Funds traded on the Exchange at a price above (i.e., at a premium) or below (i.e., at a discount) the NAV of the Funds during the most recently completed calendar year and the most recently completed calendar quarters will be available at [www.oshares.com](http://www.oshares.com). Any such information represents past performance and cannot be used to predict future results.

## **Certain Legal Risks**

Because Fund shares may be issued on an ongoing basis, a “distribution” of Fund shares could occur at any time. Certain activities performed by a dealer could, depending on the circumstances, result in the dealer being deemed a participant in the distribution, in a manner that could render it a statutory underwriter and subject it to the prospectus delivery and liability provisions of the Securities Act of 1933, as amended (the “Securities Act”). For example, a dealer could be deemed a statutory underwriter if it purchases Creation Units from the issuing Fund, breaks them down into the constituent Fund shares, and sells those shares directly to customers, or if it chooses to couple the creation of a supply of new Fund shares with an active selling effort involving solicitation of secondary-market demand for Fund shares. Whether a person is an underwriter depends upon all of the facts and circumstances pertaining to that person’s activities, and the examples mentioned here should not be considered a complete description of all the activities that could cause a dealer to be deemed an underwriter.

Broker-dealer firms should also note that dealers who are not “underwriters” but are effecting transactions in Fund shares, whether or not participating in the distribution of Fund shares, are generally required to deliver a prospectus. This is because the prospectus delivery exemption in Section 4(3) of the Securities Act is not available in respect of such transactions as a result of Section 24(d) of the Investment Company Act of 1940, as amended (the “Investment Company Act”). Dealers who are not “underwriters” but are participating in a distribution (as opposed to engaging in ordinary secondary-market transactions), and thus dealing with Fund shares as part of an “unsold allotment” within the meaning of Section 4(3)(C) of the Securities Act, will be unable to take advantage of the prospectus delivery exemption provided by Section 4(3) of the Securities Act. For delivery of prospectuses to exchange members, the prospectus delivery mechanism of Rule 153 under the Securities Act is only available with respect to transactions on a national exchange.

Fund shares are issued by a registered investment company, and the acquisition of such shares by other investment companies is subject to the restrictions of Section 12(d)(1) of the Investment Company Act, except as permitted by an SEC exemptive order granted to the Funds that allows registered investment companies to invest in Fund shares beyond the limits of Section 12(d)(1), subject to certain terms and conditions.

The Adviser reserves the right to reject any purchase request at any time, for any reason, and without notice. The Funds can stop offering Creation Units and may postpone payment of redemption proceeds at times when the Exchange is closed, when trading on the Exchange is suspended or restricted, for any period during which an emergency exists as a result of which disposal of the shares of the Fund’s portfolio securities or determination of NAV is not reasonably practicable, or under any circumstances as is permitted by the SEC.

## **Legal Restrictions on Transactions in Certain Securities**

An investor subject to a legal restriction with respect to a particular security required to be deposited in connection with the purchase of a Creation Unit may, at the Funds' discretion, be permitted to deposit an equivalent amount of cash in substitution for any security which would otherwise be included in the in-kind basket of securities applicable to the purchase of a Creation Unit.

Creations and redemptions of Fund shares are subject to compliance with applicable federal and state securities laws, including that securities accepted for deposit and securities used to satisfy redemption requests are sold in transactions that would be exempt from registration under the Securities Act. The Funds (whether or not they otherwise permit cash redemptions) reserve the right to redeem Creation Units for cash to the extent that an investor could not lawfully purchase or a Fund could not lawfully deliver specific securities under such laws or the local laws of a jurisdiction in which the Fund invests. An Authorized Participant or an investor for which it is acting subject to a legal restriction with respect to a particular stock included in an in-kind basket of securities may be paid an equivalent amount of cash. An Authorized Participant that is not a qualified institutional buyer ("QIB") as defined in Rule 144A under the Securities Act will not be able to receive, as part of a redemption, restricted securities eligible for resale under Rule 144A.

## **Frequent Trading**

The Board has evaluated the risks of market timing activities by the Funds' shareholders. The Board noted that a Fund's shares can only be purchased and redeemed directly from the Fund in Creation Units by Authorized Participants and that the vast majority of trading in the Funds' shares occurs on the secondary market. Because the secondary market trades do not involve a Fund directly, it is unlikely those trades would cause the harmful effects of market timing, including dilution, disruption of portfolio management, increases in the Funds' trading costs and the realization of capital gains. With regard to the purchase or redemption of Creation Units directly with the Funds, to the extent effected in-kind (i.e., for securities), the Board noted that those trades do not cause the harmful effects (as previously noted) that may result from frequent cash trades. To the extent trades are effected in whole or in part in cash, the Board noted that those trades could result in dilution to a Fund and increased transaction costs, which could negatively impact a Fund's ability to achieve its investment objective. However, the Board noted also that direct trading by Authorized Participants is critical to ensuring that the Funds' shares trade at or close to NAV. The Funds also may employ fair valuation pricing to minimize potential dilution from market timing. In addition, each Fund may impose transaction fees on purchases and redemptions of Fund shares to cover the custodial and other costs incurred by a Fund in effecting trades. These fees may increase if an investor substitutes cash in part or in whole for securities, reflecting the fact that the Fund's trading costs increase in those circumstances. Given this structure, the Board determined that it is not necessary to adopt policies and procedures to detect and deter market timing of the Funds' shares.

## **Book Entry**

Shares are held in book-entry form, which means that no stock certificates are issued. The DTC or its nominee is the record owner of all outstanding shares of the Funds and is recognized as the owner of all Shares for all purposes. Investors owning shares are beneficial owners as shown on the records of DTC or its participants. DTC serves as the securities depository for all shares. Participants in DTC include securities brokers and dealers, banks, trust companies, clearing corporations and other institutions that directly or indirectly maintain a custodial relationship with DTC. As a beneficial owner of shares, you are not entitled to receive physical delivery of stock certificates or to have shares registered in your name, and you are not considered a registered owner of Fund shares. Therefore, to exercise any right as an owner of shares, you must rely upon the procedures of DTC and its participants. These procedures are the same as those that apply to any other stocks that you may hold in book entry or "street name" form.

The Adviser will not have any record of your ownership. Your account information will be maintained by your broker, which will provide you with account statements, confirmations of your purchases and sales of Fund shares, and tax information. Your broker also will be responsible for distributing income and capital gains distributions and for ensuring that you receive shareholder reports and other communications from the fund whose shares you own. You will receive other services (e.g., dividend reinvestment and average cost information) only if your broker offers these services.

## **Portfolio Holdings Information**

Each Fund's portfolio holdings as of the time the Fund calculates its NAV are disclosed daily at [www.oshares.com](http://www.oshares.com) at or before the opening of trading on the Exchange the following day. In addition, the deposit securities and fund securities that

should be delivered in exchange for purchases and redemptions of Creation Units are publicly disseminated daily via the NSCC. A description of the Funds' other policies and procedures with respect to the disclosure of the Funds' portfolio securities is available in the SAI.

### **Distribution and Service Plan**

Each Fund has adopted a distribution and service plan ("Plan") pursuant to Rule 12b-1 under the Investment Company Act. In accordance with the Plan, each Fund is authorized to pay an amount up to 0.25% of its average daily net assets each year to finance any activity primarily intended to result in the sale of Creation Units of each Fund or the provision of investor services, including but not limited to: (i) marketing and promotional services, including advertising; (ii) facilitating communications with beneficial owners of shares of the Funds; (iii) wholesaling services; and (iv) such other services and obligations as may be set forth in the Distribution Agreement with Foreside Fund Services, LLC (the "Distributor").

No Rule 12b-1 fees are currently paid by any Fund and there are no current plans to impose these fees. In the event Rule 12b-1 fees were charged, over time they would increase the cost of an investment in a Fund and may cost you more than paying other types of sales charges.

### **Dividends and Distributions**

Each Fund intends to qualify each year as a regulated investment company under the Internal Revenue Code of 1986, as amended (the "Code"). As a regulated investment company, a Fund generally pays no federal income tax on the income and gains it distributes. Fund shareholders are entitled to their share of a Fund's income and net realized gains on its investments. Each Fund pays out substantially all of its net earnings to its shareholders as "distributions." Each Fund typically earns income dividends from stocks and income from fixed income securities. These amounts, net of expenses, are passed along to Fund shareholders as "income dividend distributions." Each Fund realizes capital gains or losses whenever it sells securities or buys back shorted securities. Net long-term capital gains are distributed to shareholders as "capital gain distributions."

Each Fund expects to declare and distribute all of its net investment income, if any, to shareholders as dividends monthly. Net capital gains are distributed at least annually. Dividends may be declared and paid more frequently to improve a Fund's tracking of its Target Index or to comply with the distribution requirements of the Code.

At the time you purchase your Fund shares, the price of shares may reflect undistributed income, undistributed capital gains, or net unrealized appreciation in value of portfolio securities held by the Fund. For taxable investors, a subsequent distribution to you of such amounts, although constituting a return of your investment, would be taxable. Buying shares in a Fund just before it declares an income dividend or capital gains distribution is sometimes known as "buying a dividend."

Each year, you will receive an annual statement (Form 1099) of your account activity to assist you in completing your federal, state and local tax returns. Distributions declared in December to shareholders of record in such month, but paid in January, are taxable as if they were paid in December. The Funds make every effort to search for reclassified income to reduce the number of corrected forms mailed to you. However, when necessary, you will receive a corrected Form 1099 to reflect reclassified information.

Distributions in cash may be reinvested automatically in additional shares only if the broker through which the shares were purchased makes such an option available.

The Trust will not make the DTC book-entry Dividend Reinvestment Service available for use by shareholders for reinvestment of their cash proceeds, but certain individual brokers may make a dividend reinvestment service available to their clients. If this service is available and used, distributions of both income and realized gains will be automatically reinvested in additional whole shares of the same Fund purchased in the secondary market. Fund distributions of income and realized gains are taxable to you whether paid in cash or reinvested in Fund shares.

### **Taxes**

The following is a summary of the material U.S. federal income tax considerations applicable to an investment in shares of a Fund. The summary is based on the laws in effect on the date of this Prospectus and existing judicial and administrative interpretations thereof, all of which are subject to change, possibly with retroactive effect. In addition, this summary assumes that a shareholder holds shares as capital assets within the meaning of the Code and does not hold shares in

connection with a trade or business. This summary does not address all potential U.S. federal income tax considerations possibly applicable to an investment in shares of a Fund to shareholders holding shares through a partnership (or other pass-through entity) or to shareholders subject to special tax rules. Prospective shareholders are urged to consult their own tax advisors with respect to the specific federal, state, local, and foreign tax consequences of investing in shares based on their particular circumstances.

As with any investment, you should consider how your investment in shares of the Funds will be taxed. Unless your investment in shares is made through a tax-exempt entity or tax-deferred arrangement, such as an individual retirement plan, you need to be aware of the possible tax consequences when a Fund makes distributions and when you sell your shares of a Fund.

### **Taxes on Distributions**

Distributions from a Fund's net investment income (other than qualified dividend income), including distributions out of the Fund's net short-term capital gains, if any, are taxable to you as ordinary income. Distributions by a Fund of net long-term capital gains in excess of net short-term capital losses are taxable to you as long-term capital gains, regardless of how long you have held a Fund's shares.

The use of derivatives by a Fund may cause the Fund to realize higher amounts of ordinary income or short-term capital gain, distributions from which are taxable to individual shareholders at ordinary income tax rates rather than at the more favorable tax rates for long-term capital gain.

Distributions by a Fund that qualify as qualified dividend income are taxable to you at long-term capital gain rates. In order for a distribution by a Fund to be treated as qualified dividend income: (i) the Fund itself must receive qualified dividend income from U.S. corporations and certain qualified foreign corporations, (ii) the Fund must meet holding period and other requirements with respect to its dividend paying stocks, and (iii) you must meet holding period requirements and other requirements with respect to the Fund's shares. In general, your distributions are subject to federal income tax for the year when they are paid. Certain distributions paid in January, however, may be treated as paid on December 31 of the prior year.

If a Fund qualifies to pass through to you the tax benefits from foreign taxes it pays on its investments, and elects to do so, then any foreign taxes it pays on these investments may be passed through as a foreign tax credit.

An additional 3.8% Medicare tax is imposed on certain net investment income (including ordinary dividends and capital gain distributions received from a Fund and net gains from redemptions or other taxable dispositions of Fund shares) of U.S. individuals, estates and trusts to the extent that such person's "modified adjusted gross income" (in the case of an individual) or "adjusted gross income" (in the case of an estate or trust) exceeds a threshold amount. This Medicare tax, if applicable, is reported by you on, and paid with, your federal income tax return.

By law, if you do not provide your proper taxpayer identification number and certain required certifications, you may be subject to backup withholding on any distributions of income, capital gains or proceeds from the sale of your shares. Withholding is also imposed if the Internal Revenue Service ("IRS") requires it. When withholding is required, the amount will be 28% of any distributions or proceeds paid.

### **Taxes on Exchange-Listed Shares Sales**

Currently, any capital gain or loss realized upon a sale of Fund shares is generally treated as long-term capital gain or loss if the shares have been held for more than one year and as short-term capital gain or loss if the shares have been held for one year or less. The ability to deduct capital losses may be limited.

### **Taxes on Purchase and Redemption of Creation Units**

An authorized participant who exchanges equity securities for Creation Units generally will recognize a gain or a loss. The gain or loss will be equal to the difference between the market value of the Creation Units at the time of the exchange and the exchanger's aggregate basis in the securities surrendered and the cash component paid. A person who exchanges Creation Units for equity securities will generally recognize a gain or loss equal to the difference between the exchanger's basis in the Creation Units and the sum of the aggregate market value of the securities received and the cash redemption amount. The IRS, however, may assert that a loss realized upon an exchange of securities for Creation Units cannot be deducted under the rules governing "wash sales" on the basis that there has been no significant change in economic

position. Persons exchanging securities should consult their own tax advisor with respect to whether the wash sale rules apply and when a loss might be deductible.

Under current federal tax laws, any capital gain or loss realized upon redemption of Creation Units is generally treated as long-term capital gain or loss if the shares have been held for more than one year and as a short-term capital gain or loss if the shares have been held for one year or less.

If you purchase or redeem Creation Units, you will be sent a confirmation statement showing how many and at what price you purchased or sold shares.

The foregoing discussion summarizes some of the possible consequences under current federal tax law of an investment in a Fund. It is not a substitute for personal tax advice. You may also be subject to state and local taxation on Fund distributions and sales of Fund shares. You are advised to consult your personal tax advisor about the potential tax consequences of an investment in Fund shares under all applicable tax laws.

### **Trademark Notice/Disclaimers**

#### **FTSE Disclaimer**

The O'Shares FTSE Russell Small Cap Quality Dividend ETF, O'Shares FTSE Russell International Quality Dividend ETF, O'Shares FTSE Russell International Quality Dividend ETF (Currency Hedged), O'Shares FTSE Russell Emerging Markets Quality Dividend ETF and O'Shares FTSE Russell Emerging Markets Quality Dividend ETF (Currency Hedged) (the "Funds") are not in any way sponsored, endorsed, sold or promoted by the London Stock Exchange Group companies, which include FTSE International Limited ("FTSE"), Frank Russell Company ("Russell"), MTS Next Limited ("MTS") and FTSE TMX Global Debt Capital Markets Inc. ("FTSE TMX") (together "LSEG"). LSEG makes no claim, prediction, warranty or representation whatsoever, expressly or impliedly, either as to (i) the results to be obtained from the use of the U.S. Small Cap Target Index, International Target Index, International Hedged Target Index, Emerging Markets Target Index and Emerging Markets Hedged Target Index (the "Indexes") (upon which the Fund is based), (ii) the figure at which the Index is said to stand at any particular time on any particular day or otherwise, or (iii) the suitability of the Index for the purpose to which it is being put in connection with the Fund. LSEG has not provided nor will provide any financial or investment advice or recommendation in relation to the Index to the adviser or to its clients. The Index is calculated by FTSE or its agent. LSEG shall not be (a) liable (whether in negligence or otherwise) to any person for any error in the Index or (b) under any obligation to advise any person of any error therein.

All rights in the Index vest in FTSE. "FTSE®", "Russell®", "MTS®", "FTSE TMX®" and "FTSE-Russell" and other service marks and trademarks related to the FTSE or Russell indexes are trademarks of the London Stock Exchange Group companies and are used by FTSE, MTS, FTSE TMX and Russell under license.

#### **NYSE Arca Disclaimer**

Shares of the Funds are not sponsored, endorsed or promoted by NYSE Arca. NYSE Arca makes no representation or warranty, express or implied, to the owners of the shares of the Funds or any member of the public regarding the ability of a Fund to track the performance of its Target Index or the ability of a Target Index to track stock market performance. NYSE Arca is not responsible for, nor has it participated in, the determination of the compilation or the calculation of the Target Indexes, nor in the determination of the timing of, prices of, or quantities of shares of a Fund to be issued, nor in the determination or calculation of the equation by which the shares are redeemable. NYSE Arca has no obligation or liability to owners of the shares of a Fund in connection with the administration, marketing or trading of the shares of the Funds.

NYSE Arca does not guarantee the accuracy and/or the completeness of the Target Indexes or any data included therein. NYSE Arca makes no warranty, express or implied, as to results to be obtained by the Trust on behalf of the Funds as licensee, licensee's customers and counterparties, owners of the shares of the Funds, or any other person or entity from the use of the subject index or any data included therein in connection with the rights licensed as described herein or for any other use. NYSE Arca makes no express or implied warranties and hereby expressly disclaims all warranties of merchantability or fitness for a particular purpose with respect to the Target Indexes or any data included therein. Without limiting any of the foregoing, in no event shall NYSE Arca have any liability for any direct, indirect, special, punitive, consequential or any other damages (including lost profits) even if notified of the possibility of such damages.

## **Adviser Disclaimer**

The Adviser does not guarantee the accuracy or the completeness of the Target Indexes or any data included therein and the Adviser shall have no liability for any errors, omissions or interruptions therein.

The Adviser makes no warranty, express or implied, to the owners of shares of a Fund or to any other person or entity, as to results to be obtained by the Fund from the use of the Target Index or any data included therein. The Adviser makes no express or implied warranties and expressly disclaims all warranties of merchantability or fitness for a particular purpose or use with respect to a Target Index or any data included therein. Without limiting any of the foregoing, in no event shall the Adviser have any liability for any special, punitive, direct, indirect or consequential damages (including lost profits), even if notified of the possibility of such damages.

## **Service Providers**

### **Distributor**

Foreside Fund Services, LLC is the principal underwriter and distributor of the Funds' shares. The Distributor will not distribute shares in less than a Creation Unit, and it does not maintain a secondary market in the shares. The Distributor is a broker-dealer registered under the Securities Exchange Act of 1934, as amended, and a member of the Financial Industry Regulatory Authority, Inc. The Distributor is not affiliated with the Adviser, the Index Provider or their affiliates.

### **Administrator, Fund Accounting Agent, Transfer Agent and Custodian**

J.P. Morgan Chase Bank, N.A. serves as the Administrator, Fund Accounting Agent, and Transfer Agent of the Funds and also serves as Custodian of the Funds' investments.

### **Compliance Support**

Foreside Fund Officer Services, LLC ("FFOS"), an affiliate of the Distributor, provides a Chief Compliance Officer and a Principal Financial Officer, as well as certain additional compliance support functions to the Funds. FFOS is not affiliated with the Adviser, Sub-Adviser, Administrator, Transfer Agent, Custodian, or their affiliates.

### **Index Provider**

The Index Provider, in consultation with an affiliate of the Adviser, developed the methodology for each Target Index. The Index Provider is responsible for the ongoing maintenance, calculation and administration of the Target Indexes. The Index Provider is not affiliated with the Funds or the Adviser.

An affiliate of the Adviser has entered into a license agreement with the Index Provider to use the Target Indexes. Pursuant to a sub-licensing agreement between the Adviser affiliate and the Trust, the Adviser affiliate provides the use of the Target Indexes and related intellectual property to the Trust and the Funds.

## **Householding Policy**

To reduce expenses, we mail only one copy of the Prospectus or Summary Prospectus, each annual and semi-annual report, and any proxy statements to each address shared by two or more accounts with the same last name or that the Trust reasonably believes are members of the same family. If you wish to receive copies of these documents, please write to the Trust at: OSI ETF Trust, c/o Foreside Fund Services, LLC, 3 Canal Plaza, Suite 100, Portland, Maine 04101, call the Trust at: 855-637-5383 between the hours of 8:30 a.m. and 6:00 p.m. Eastern Time on days the Fund is open for business; or contact your financial institution. We will begin sending you individual copies thirty days after receiving your request.

## **Financial Highlights**

The Funds have not commenced operations as of the date of this Prospectus and do not have financial highlights to present at this time.

## OSI ETF Trust

You can find more information about the Funds in the following documents:

**Statement of Additional Information:** The SAI of the Funds provides more detailed information about the investments and techniques of the Funds and certain other additional information. A current SAI is on file with the SEC and is herein incorporated by reference into this Prospectus. It is legally a part of the Prospectus.

**Annual and Semi-Annual Reports:** Additional information about the Funds' investments will be available in the Funds' annual and semi-annual reports to shareholders. In the Funds' annual report, you will find a discussion of market conditions and investment strategies that significantly affected the Funds' performance during its last fiscal year.

You can obtain free copies of these documents, request other information, or make generally inquiries about the Funds by contacting the Funds at:

OSI ETF Trust  
c/o Foreside Fund Services, LLC  
Three Canal Plaza  
Portland, Maine 04101  
855-637-5383

You can review and copy information including the Funds' reports, when available, and SAI at the Public Reference Room of the SEC, 100 F Street, N.E. Washington, D.C. 20549-1520. You can obtain information on the operation of the Public Reference Room by calling (202) 551-8090. Shareholder Reports, when available, and other information about the Funds are also available:

- Free of charge at [www.oshares.com](http://www.oshares.com);
- Free of charge from the SEC's EDGAR database at <http://www.sec.gov>;
- For a fee, by writing to the Public Reference Room of the SEC, Washington, DC 20549-1520; or
- For a fee, by email request to [publicinfo@sec.gov](mailto:publicinfo@sec.gov).

(Investment Company Act File Number 811-23167)