

# PROSPECTUS

May 1, 2016

# SOUND SHORE FUND

Investor Class

Ticker Symbol: SSHFX

Institutional Class

Ticker Symbol: SSHVX

*Sound Shore Fund seeks growth of capital using a value-oriented approach. Shares of the Fund are offered to investors without any sales charge or Rule 12b-1 (distribution) fees.*

The Securities and Exchange Commission has not approved or disapproved the Fund's shares or determined whether this prospectus is accurate or complete. Any representation to the contrary is a criminal offense.





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## Investment Objective

The investment objective of Sound Shore Fund, Inc. (the “Fund”) is growth of capital.

## Fees and Expenses

The following tables describe the various fees and expenses that you will pay if you invest in the Fund.

<b>Shareholder Fees (fees paid directly from your investment)</b>	<b>Investor Class</b>	<b>Institutional Class</b>
Maximum Sales Charge (Load) Imposed on Purchases (as a % of offering price)	None	None
Maximum Deferred Sales Charge (Load) (as a % of amount redeemed)	None	None
Maximum Sales Charge (Load) Imposed on Reinvested Distributions	None	None
Redemption Fee	None	None
Exchange Fee	None	None
Maximum Account Fee	None	None

<b>Annual Fund Operating Expenses (expenses that you pay each year as a percentage of the value of your investment)</b>		
Management Fees	0.75%	0.75%
Distribution (12b-1) Fees	None	None
Other Expenses	0.18%	0.08%
<b>Total Annual Fund Operating Expenses</b>	<b>0.93%</b>	<b>0.83%</b>
Fee Waivers and/or Expense Reimbursements <sup>(1)</sup>	0.00%	(0.08)%
<b>Total Annual Fund Operating Expenses After Fee Waivers and/or Expense Reimbursements</b>	<b>0.93%</b>	<b>0.75%</b>

<sup>(1)</sup> Pursuant to an expense limitation agreement between the Adviser and the Fund, the Adviser has agreed to reimburse all of the ordinary expenses of the Institutional Class included in Total Annual Fund Operating Expenses (excluding advisory fees, interest, taxes, securities lending costs, brokerage commissions, acquired fund fees and expenses, extraordinary expenses and all litigation costs). The agreement is in effect until at least May 1, 2017. Thereafter, it is automatically renewed for one year terms unless the Adviser gives notice of its termination.



**Example**

The following is a hypothetical example intended to help you compare the cost of investing in the Fund to the cost of investing in other mutual funds. This example assumes that you invest \$10,000 in the Fund’s Investor Class and Institutional Class and then redeem all of your shares at the end of each period. This example also assumes that your investment has a 5% annual return and that the Fund’s Total Annual Fund Operating Expenses remain the same, except that the Institutional Class’ expense limitation is assumed only to pertain to the first year. Although your actual costs may be higher or lower, based on these assumptions your costs would be:

	1 Year	3 Years	5 Years	10 Years
Investor Class	\$95	\$296	\$515	\$1,143
Institutional Class	\$77	\$257	\$453	\$1,018

**Portfolio Turnover**

The Fund pays transaction costs, such as broker commissions, when it buys and sells equity securities (or “turns over” its portfolio). A higher portfolio turnover rate may indicate higher transaction costs and may result in higher taxes when Fund shares are held in a taxable account. These costs, which are not reflected in Total Annual Fund Operating Expenses or in the Example, affect the Fund’s performance. During the most recent fiscal year, the Fund’s portfolio turnover rate was 39% of the average value of its portfolio.

**Principal Investment Strategies**

The Fund’s Adviser seeks to meet the Fund’s investment objective of growth of capital by employing a value investment strategy to its selection of predominantly Large Cap and Mid Cap common stocks for the portfolio.

That investment strategy is built upon three components:



**Disciplined Approach** – Since the Fund’s inception in 1985, the Adviser has consistently applied its value-oriented investment philosophy and process. This process is driven by strict valuation screening, rigorous company specific research, and stock selection. The Adviser strives to be at or near fully invested.

**Risk Aversion** – The Adviser’s focus and emphasis on companies selling at low absolute and relative P/E valuations provides risk control. The portfolio is oriented toward financially sound companies that have underperformed and have lost Wall Street’s attention due to low expectations. The Adviser analyzes risk on a company-by-company basis and establishes maximum position constraints in portfolio construction.

**Long-Term Orientation** – The Adviser’s bottom-up, stock by stock process generally incorporates a 12-36 month investment time horizon while resisting fads, themes and market timing.

While most of the Fund’s assets will be invested in domestic common stock, the Fund may also invest in U.S. traded Large Cap and Mid Cap securities issued by companies organized outside the United States including American Depositary Receipts.

## **Principal Investment Risks**

You could lose money on your investment in the Fund, or the Fund could underperform other investments, if any of the following occurs:

- The stock market goes down
- Value stocks fall out of favor with the stock market
- The stock market continues to undervalue the stocks in the Fund’s portfolio
- The Adviser’s judgment as to the value of a stock proves to be wrong

An investment in the Fund is not a deposit of a bank and is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency.

**Risks Associated with Value Investing** An investment in the Fund is not by itself a complete or balanced investment program. Because the Adviser seeks securities that are undervalued by the market, there is a risk that the market will not recognize a security’s intrinsic value for a long time. There is also a risk that the securities



the Adviser believes are undervalued are actually appropriately priced due to problems that are not yet apparent. In addition, the Fund's value investment approach can undergo cycles of greater or lesser investor interest and, therefore, may lead to a decrease in the prices of the stocks in the Fund's portfolio.

**General Market Risk** You could lose money on your investment in the Fund or the Fund could underperform other investments.

**Mid Cap Risk** Securities of medium sized companies may be more volatile and more difficult to liquidate during market downturns than securities of large, more widely traded companies.

**Foreign Securities Risk** The Fund may invest in foreign securities primarily in the form of American Depositary Receipts. Investing in the securities of foreign issuers also involves certain special risks, which are not typically associated with investing in U.S. dollar-denominated securities or quoted securities of U.S. issuers including increased risks of adverse issuer, political, regulatory, market or economic developments. Investments in foreign securities also may be affected favorably or unfavorably by changes in currency rates and in exchange control regulations.

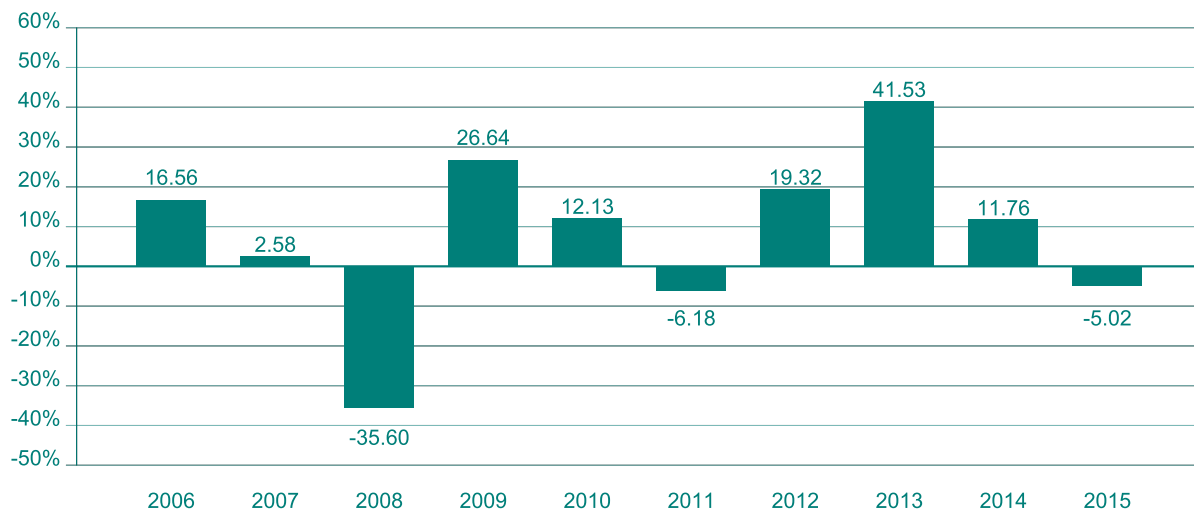
## Performance Bar Chart and Table

The following chart illustrates the variability of the returns of the Fund's Investor Class shares. The chart and table provide some indication of the risks of investing in the Fund by showing changes in the Fund's Investor Class performance from year-to-year and how the Fund's annual returns compare to a broad measure of market performance. The Institutional Class would have substantially similar annual returns to those of the Investor Class because both classes of shares are invested in the same portfolio of securities and the annual returns would differ only to the extent that Institutional Class shares have a lower expense ratio. *Performance information represents only past performance, before and after taxes, and does not necessarily indicate future results.*

The following chart shows the annual total return of the Fund's Investor Class for the last ten years.



## Annual Returns as of December 31



During the periods shown in the chart above, the highest calendar quarterly return was 15.57% (for the quarter ended June 30, 2009) and the lowest quarterly return was -24.81% (for the quarter ended December 31, 2008).

The following table compares the Investor Class average annual total return, average annual total return after taxes on distributions, and average annual total return after taxes on distributions and sale of shares as of December 31, 2015 to the S&P 500<sup>®</sup> Index.

	1 Year	5 Years	10 Years
Investor Class - Return Before Taxes	-5.02%	10.96%	6.28%
Investor Class - Return After Taxes on Distributions	-7.49%	9.66%	5.28%
Investor Class - Return After Taxes on Distributions and Sale of Fund Shares	-0.75%	8.73%	5.08%
Institutional Class - Return Before Taxes <sup>(1)</sup>	-4.84%	11.16%	6.48%
S&P 500 Index (does not reflect deductions for fees, expenses or taxes)	1.38%	12.57%	7.31%



<sup>(1)</sup> After-tax returns are required to be disclosed for one class only, therefore, no after-tax returns are shown for the Institutional Class. Performance information for the Institutional Class, first offered on December 9, 2013, is based on the performance of the Investor Class, through December 8, 2013, adjusted for the lower expenses applicable to the Institutional Class. The Institutional Class' net expense ratio is 0.75% since the Fund Adviser has agreed to reimburse essentially all of the ordinary expenses in excess of 0.75%. For more information about expense reimbursements please see note 1 to the Fees and Expenses tables.

After-tax returns are calculated using the historical highest individual federal marginal income tax rates and do not reflect the impact of state and local taxes. Actual after-tax returns depend on an investor's tax situation and may differ from those shown. After-tax returns shown are not relevant to investors who hold their Fund shares through tax-deferred arrangements, such as 401(k) plans or individual retirement accounts. When returns before taxes are negative, the return after taxes on distributions and sale of Fund shares may exceed the Fund's other returns due to an assumed tax benefit from any losses on a sale of Fund shares at the end of the measurement period.

To obtain updated performance information, please visit the Fund's website at [www.soundshorefund.com](http://www.soundshorefund.com) or call (800) 551-1980.

### **Investment Adviser**

Sound Shore Management, Inc. (the "Adviser") is the Fund's investment adviser.

### **Portfolio Managers**

The Adviser's portfolio managers are Harry Burn, III, T. Gibbs Kane, Jr., and John P. DeGulis.

**Harry Burn, III** Co-Chairman of the Adviser, has served as portfolio manager on behalf of the Fund since its inception in 1985.

**T. Gibbs Kane, Jr.** Co-Chairman of the Adviser, has served as portfolio manager on behalf of the Fund since its inception in 1985.





**John P. DeGulis** President of the Adviser, has been with the Adviser since January 1996 and has served as a portfolio manager of the Adviser and on behalf of the Fund since 2003.

### **Purchasing or Selling Your Shares**

You may purchase or redeem Fund shares on any business day by mail (Sound Shore Fund, Inc., P.O. Box 588, Portland, Maine 04112), wire transfer, or telephone at (800) 551-1980. Investors who wish to purchase or redeem Fund shares through a broker-dealer should contact the broker-dealer directly.

### ***Investor Class***

The standard minimum initial investment for Investor Class Shares, electronic Fund transfers and systematic investment plans is \$10,000 and \$2,000 for Traditional and Roth IRA Accounts. There is no minimum investment for additional investments except in the case of electronic Fund Transfers and systematic investment plans in which case the minimum is \$50. The standard minimum initial investment may be lower if made through certain broker-dealers.

### ***Institutional Class***

The minimum initial investment amount is \$1,000,000 for Institutional Class shares of the Fund. There is no minimum for subsequent investments in Institutional Class shares, except in the case of systematic investment plans, in which case the minimum is \$1,000. The Fund may reduce or waive the minimum initial investment amount in some cases. Investors purchasing Institutional Class shares through financial intermediaries may be subject to different minimums or charges imposed by such intermediaries.

The minimum initial investment for Institutional Class Shares requirement may be modified or waived in the Fund's discretion for initial investments: (1) through banks, broker-dealers and other financial institutions in (i) discretionary and non-discretionary advisory programs, (ii) fund supermarkets, (iii) asset allocation programs, (iv) other programs in which the client pays an asset-based fee for advice or for executing transactions in Fund shares or for otherwise participating in the program or (v) certain other investment programs that do not charge an asset-based fee; (2) by qualified state tuition plans described in Section 529 of the Code and donor-advised charitable gift funds (subject to all applicable terms and conditions); (3) by defined contribution,



defined benefit and other employer-sponsored employee benefit plans, whether or not qualified under the Code; (4) made in connection with certain mergers and/or reorganizations as approved by the Adviser; or (5) for individual accounts under common control that together aggregate \$1,000,000 or more.

### **Tax Information**

The Fund intends to make distributions each year. The Fund's distributions are taxable, and will be taxed 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 later upon withdrawal of monies from those arrangements.

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

If you purchase Fund shares through a broker-dealer or other financial intermediary (such as a bank or financial advisor), the Fund and 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.

### Who May Want to Invest in the Fund

You may want to purchase shares of the Fund if:

- You are willing to tolerate significant changes in the value of your investment
- You are pursuing a long-term goal
- You are willing to accept higher short-term risk for potential long-term returns

The Fund may *not* be appropriate for you if:

- You want an investment that pursues market trends or focuses only on particular sectors or industries
- You need regular income or stability of principal
- You are pursuing a short-term goal or investing emergency reserves

### Concepts to Understand

**Common Stock** represents an equity or ownership interest in a company.

**American Depositary Receipts (ADRs)** typically are issued by a U.S. bank or trust company through a sponsored ADR program and evidence ownership of underlying securities issued by a foreign company, and are designed for use in the U.S. securities market.

**Corporate Debt Security** is a security that obligates the issuer to pay the holder a specified sum of money at set intervals as well as repay the principal amount of the loan at its maturity.

**Preferred Stock** is stock that has preference over common stock to the company's dividends (and thus greater potential for income) and whose value generally fluctuates less than common stock.

**Convertible Security** is a security such as a preferred stock or bond, which may be converted into a specified number of shares of common stock.

**Mid Cap Stocks** are securities of companies the market value of which is between \$1 billion and \$10 billion at the time of investment.



***Large Cap Stocks*** are securities of companies the market value of which is in excess of \$10 billion at the time of investment.

## **More Information about Fund Principal Investments, Risks and the Scope of Portfolio Investments**

### **Investment Objective**

The investment objective of the Fund is growth of capital. The Fund's investment objective is fundamental and may not be changed without shareholder approval.

### **Principal Investment Strategies**

The Fund's Adviser seeks to meet the Fund's investment objective of growth of capital by employing a value investment strategy to its selection of predominantly Large Cap and Mid Cap common stocks for the portfolio.

That investment strategy is built upon three components:

**Disciplined Approach** – Since the Fund's inception in 1985, the Adviser has consistently applied its value-oriented investment philosophy and process. This process is driven by strict valuation screening, rigorous company specific research, and stock selection. The Adviser strives to be at or near fully invested.

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**Long-Term Orientation** – The Adviser's bottom-up, stock by stock process generally incorporates a 12-36 month investment time horizon while resisting fads, themes and market timing.



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**Risks Associated with Value Investing** An investment in the Fund is not by itself a complete or balanced investment program. Because the Adviser seeks securities that are undervalued by the market, there is a risk that the market will not recognize a security's intrinsic value for a long time. There is also a risk that the securities the Adviser believes are undervalued are actually appropriately priced due to problems that are not yet apparent. In addition, the Fund's value investment approach can undergo cycles of greater or lesser investor interest and, therefore, may lead to a decrease in the prices of the stocks in the Fund's portfolio.

**General Market Risk** You could lose money on your investment in the Fund or the Fund could underperform other investments.

**Risks of Medium Size Companies** Because investing in medium size companies can have more risk than investing in larger, more established companies, an investment in the Fund may have the following additional risks:

- Analysts and other investors typically follow these companies less actively and, therefore, information about these companies is not always readily available

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- Securities of many medium size companies may be traded in the over-the-counter markets or on a regional securities exchange potentially making them thinly traded, less liquid and their prices more volatile than the prices of the securities of larger companies
  - Changes in the value of medium size company stocks may not mirror the fluctuation of the general market
  - More limited product lines, markets and financial resources may make these companies more susceptible to economic or market setbacks

For these and other reasons, the prices of medium capitalization securities can fluctuate more significantly than the securities of larger companies. The smaller the company, the greater effect these risks may have on that company's operations and performance.

**Foreign Securities Risk** The Fund may invest in foreign securities primarily in the form of American Depositary Receipts ("ADRs"). ADRs represent the right to receive securities of foreign issuers deposited in a domestic bank or a correspondent bank. ADRs are traded on domestic exchanges or in the U.S. over-the-counter market and, generally, are in registered form. Investments in foreign securities may offer potential benefits not available from investments solely in U.S. dollar-denominated or quoted securities of domestic issuers. Investing in the securities of foreign issuers also involves, however, certain special risks, which are not typically associated with investing in U.S. dollar-denominated securities or quoted securities of U.S. issuers including increased risks of adverse issuer, political, regulatory, market or economic developments. Individual foreign economies may differ favorably or unfavorably from the U.S. economy in such respects as growth of gross national product, rate of inflation, capital reinvestment, resource self-sufficiency and balance of payments position. Investments in foreign securities also may be affected favorably or unfavorably by changes in currency rates and in exchange control regulations.

As non-principal investment strategies, the Fund may invest in other types of securities such as U.S. government or government agency obligations, corporate debt securities, preferred stock, American Depositary Receipts and convertible securities when deemed appropriate by the Adviser of the Fund. The Fund may hold cash or cash equivalents, such as high quality money market instruments, pending investment and to retain flexibility in meeting redemptions and paying expenses. In addition, in order to respond to adverse market, economic or other conditions, the Fund may assume a temporary defensive position and invest without limit in these instruments. There is no assurance that the Fund will achieve its investment objective.



More information about permissible investments can be found under “Investment Strategies and Risks” in the Statement of Additional Information (“SAI”).

**Disclosure of Portfolio Holdings** A description of the Fund’s policies and procedures with respect to the disclosure of portfolio securities is available in the Fund’s SAI.

The Fund is an open-end investment company (mutual fund). The business of the Fund is managed under the oversight of the Board of Directors. The Board formulates the general policies of the Fund and meets periodically to review the Fund's performance, monitor investment activities and practices and discuss other matters affecting the Fund. Additional information regarding the Board, as well as the Fund's executive officers, may be found in the SAI.

### Adviser

Sound Shore Management, Inc. (the "Adviser"), 8 Sound Shore Drive, Greenwich, Connecticut 06830, has served as investment adviser to the Fund since the Fund's inception in 1985. Subject to the general control of the Board, the Adviser makes investment decisions for the Fund. For its services, the Adviser receives an advisory fee at an annual rate of 0.75% of the average daily net assets of the Fund.

As of March 31, 2016, the Adviser had \$5.7 billion of assets under management.

A discussion summarizing the factors which the Board most recently considered in connection with the continuation of the Investment Advisory Agreement between the Fund and the Adviser will be included in the Fund's semi-annual report for the six month period ending June 30, 2016.

### Portfolio Managers

Messrs. Burn, Kane and DeGulis are jointly responsible for overall portfolio management and the execution of the Fund's day-to-day investment policies.

Their business experience and educational background are as follows:

**Harry Burn, III** holds the Chartered Financial Analyst designation and received his B.A. and M.B.A. from the University of Virginia. He co-founded the Adviser in 1978 and has served as a portfolio manager since that date.





**T. Gibbs Kane, Jr.** holds the Chartered Financial Analyst designation and received his B.S.E. from the University of Pennsylvania Wharton School. He co-founded the Adviser in 1978 and has served as a portfolio manager since that date.

**John P. DeGulis** received a B.A. in Economics from Northwestern University, and M.B.A. from Columbia Business School. He joined the Adviser as an analyst in 1996 and became a portfolio manager in 2003.

The Fund's SAI provides additional information about each portfolio manager's respective compensation, other accounts managed by each portfolio manager, and each portfolio manager's respective ownership in the Fund.

### **Other Service Providers**

Atlantic Fund Administration, LLC (d/b/a Atlantic Fund Services) ("Atlantic") provides certain administration and portfolio accounting services to the Fund.

Atlantic Shareholder Services, LLC, a wholly-owned subsidiary of Atlantic, provides certain transfer agency services to the Fund.

Forside Fund Services, LLC, the Fund's principal underwriter (the "Distributor") acts as the Fund's distributor in connection with the offering of Fund shares. The Distributor is not affiliated with the Adviser, Atlantic or their affiliated companies.

### **Fund Expenses**

The Fund pays for all of its expenses. The Adviser or other service providers may voluntarily waive all or any portion of their fees and reimburse certain expenses of the Fund applicable to either class. Any waiver or reimbursement would have the effect of increasing the performance of the class for the period during which the waiver was in effect. As set forth in a footnote to the "Fees and Expenses" tables, the Adviser has contractually agreed to reimburse certain expenses of the Institutional Class, which has the effect of increasing the Institutional Class' performance while it is in effect.



For its service as Transfer Agent for the Investor Class, the Fund's transfer agent charges a fee of 10 basis points per annum (reflected in the Fund's fee and expense table as a component of "Other Expenses") based on Investor Class assets under management. In the case of Investor Class shares that are bought directly from the Fund, the transfer agent acts as a full service transfer agent. In the case where shares are bought through a financial intermediary such as a mutual fund platform or broker-dealer, the financial intermediary effectively provides sub transfer agent services that the transfer agent would otherwise have had to provide. In recognition of this, the transfer agent, the Fund and the Fund's Adviser have entered into an agreement whereby the transfer agent agrees to pay financial intermediaries the transfer agent fee it receives from the Fund for its services to the Investor Class and the Adviser agrees to pay the excess, if any, charged by a financial intermediary. The agreement further provides that for efficient payment purposes, the Adviser is responsible for paying the full fee to the financial intermediaries, subject to reimbursement to it by the Fund's transfer agent of the transfer agent fee.



## Your Account

### General Information

You pay no sales charge to purchase or sell (redeem) shares of the Fund. You may purchase or sell shares at the net asset value of a share, or NAV, next calculated after the transfer agent receives your request in proper form. For instance, if the transfer agent receives your purchase request in proper form prior to the close of the New York Stock Exchange (normally 4:00 p.m., Eastern Time), your transaction will be priced at that day's NAV. If the transfer agent receives your purchase request after the close, your transaction will be priced at the next day's NAV. The Fund will not accept orders that request a particular day or price for the transaction or any other special conditions.

The Fund does not issue share certificates.

You will receive quarterly statements and a confirmation of each transaction. You should verify the accuracy of all transactions in your account as soon as you receive your confirmation or quarterly statement.

The Fund may temporarily suspend (during unusual market conditions) or discontinue any service or privilege.

**When and How NAV is Determined** The Fund calculates its NAV as of the close of the New York Stock Exchange on each weekday except days when the New York Stock Exchange is closed. The time at which NAV is calculated may change in case of an emergency or if the New York Stock Exchange closes early. The Fund's NAV is determined by taking the market value of all securities owned by the Fund (plus all other assets such as cash), subtracting all liabilities and then dividing the result (net assets) by the number of shares outstanding.

The Fund values securities for which market quotations are readily available at current market value other than certain short-term securities which may be valued at amortized cost. Exchange traded securities for which market quotations are readily available are valued using the last quoted sales price as provided by independent pricing services as of the close of trading on the system or exchange on which they are primarily traded, on each

### How to Contact the Fund

***Telephone the Fund at:***

(800) 551-1980 (toll free)

***Website Address:***

[www.soundshorefund.com](http://www.soundshorefund.com)

***Wire investments (or electronic funds transfer ("EFT") payments):***

Please contact the transfer agent at (800) 551-1980 (toll free) to obtain the ABA routing number and account number for the Fund.

***Write to the Fund at:***

Sound Shore Fund, Inc.

P.O. Box 588

Portland, ME 04112

***Overnight Address:***

Sound Shore Fund, Inc.

c/o Atlantic Fund Services

Three Canal Plaza, Ground Floor

Portland, Maine 04101



Fund business day. In the absence of a sale, such securities are valued at the mean of the last bid and asked prices. Non-exchange traded securities for which over-the-counter market quotations are readily available are generally valued at the mean between the current bid and asked prices, as provided by independent pricing services. Fixed income securities may be valued at prices supplied by the Fund's pricing agent based on broker or dealer supplied valuations or matrix pricing, a method of valuing securities by reference to the value of other securities with similar characteristics, such as rating, interest rate and maturity. Investments in other open-end regulated investment companies are valued at their NAV.

The Fund values securities at fair value pursuant to procedures adopted by the Board if market quotations are not readily available (including a short and temporary lapse in the provision of a price by the regular pricing source) or, if in the judgment of the Adviser, the prices or values available do not represent the fair value of the instrument. Factors which may cause the Adviser to make such a judgment include, but are not limited to, the following: (i) only a bid price or an asked price is available, (ii) the spread between the bid price and the asked price is substantial, (iii) the frequency of sales, (iv) the thinness of the market, (v) the size of reported trades, and (vi) actions of the securities markets, such as the suspension or limitation of trading.

Fair valuation is based on subjective factors and, as a result, the fair value price of an asset may differ from the asset's market price and may not be the price at which the asset may be sold. Fair valuation could result in a NAV different from one determined by using market quotations.

**Transactions through Third Parties** If you invest through a broker or other financial institution, the policies and fees charged by that institution may be different than those of the Fund. These financial institutions may charge transaction fees and may set different minimum investments or limitations on buying or selling shares. These institutions may also provide you with certain shareholder services such as periodic account statements and trade confirmations summarizing your investment activity. Consult a representative of your financial institution for more information.

## **Buying Shares**

**Anti-Money Laundering Program** Customer identification and verification are part of the Fund's overall obligation to deter money laundering under Federal law. The Fund has adopted an Anti-Money Laundering



Compliance Program designed to prevent the Fund from being used for money laundering or the financing of terrorist activities. In this regard, the Fund reserves the right, to the extent permitted by law, to (i) refuse, cancel or rescind any purchase order, (ii) freeze any account and/or suspend account services or (iii) involuntarily close an account in cases of threatening conduct or suspected fraudulent or illegal activity. These actions will be taken when, in the sole discretion of Fund management, they are deemed to be in the best interest of the Fund or in cases when the Fund is requested or compelled to do so by a governmental or law enforcement authority. If your account is closed at the request of governmental or law enforcement authority, you may not receive proceeds of the redemption if the Fund is required to withhold such proceeds.

**How to Make Payments** All investments must be made by check, EFT, or wire. All checks must be made payable in U.S. dollars and drawn on U.S. financial institutions. Absent the granting of an exception consistent with the Fund's Anti-Money Laundering Program, the Fund does not accept purchases made by credit card, credit card check, starter check, cash or cash equivalents (for instance, you may not pay by money order, cashier's check, bank draft or traveler's check).

**Checks** For individual, sole proprietorship, joint and Uniform Gift to Minors Act ("UGMA") or Uniform Transfer to Minors Act ("UTMA") accounts, the check must be made payable to "Sound Shore Fund, Inc." or to one or more owners of the account and endorsed to "Sound Shore Fund, Inc." For all other accounts, the check must be made payable on its face to "Sound Shore Fund, Inc." A \$20 charge may be imposed on any returned checks.

**Purchases by EFT** This service allows you to purchase additional shares through an electronic transfer of money (up to \$25,000 per day) from a checking or savings account. When you make an additional purchase by telephone, the transfer agent will automatically debit your pre-designated bank account for the desired amount. You may call (800) 551-1980 to request an EFT transaction.

**Wires** You may instruct your financial institution with whom you have an account to make a Federal Funds wire payment to the Fund. Your financial institution may charge you a fee for this service. For information on how to request a wire transfer please telephone us toll-free at (800) 551-1980.



**Account Application and Customer Identification and Verification** To help the government fight the funding of terrorism and money laundering activities, Federal law requires all financial institutions to obtain, verify, and record information that identifies each person who opens an account.

When you open an account, the Fund will ask for your name, address, date of birth, social security number, and other information that will allow us to identify you.

If you do not supply the required information, the Fund will attempt to contact you or, if applicable, your broker. If the Fund cannot obtain the required information within a timeframe established in our sole discretion, your application will be rejected.

When your application is in proper form and includes all required information, your application will normally be accepted if you meet the minimum investment requirement, unless modified or waived as provided in this prospectus, and your order will be processed at the NAV next calculated after receipt of your application in proper form. If your application is accepted, the Fund will then attempt to verify your identity using the information you have supplied and other information about you that is available from third parties, including information available in public and private databases such as consumer reports from credit reporting agencies.

The Fund will try to verify your identity within a timeframe established in our sole discretion. If the Fund cannot do so, the Fund reserves the right to close your account at the NAV next calculated after the Fund decides to close your account and to remit proceeds to you via check if your original check has cleared the bank or if you paid by wire. If your account is closed, you may be subject to a gain or loss on Fund shares and will be subject to any related taxes.

**Foreign Shareholder Policy** In light of the U.S. Department of the Treasury's Financial Crimes Enforcement Network (FinCEN) requirement that mutual funds assess the Anti-Money Laundering risks associated with shareholder accounts maintained by foreign financial institutions and the fact that the Fund is not registered for sale outside the U.S. and its territories, the Fund has adopted a Foreign Shareholder Policy with respect to prospective or current shareholders reporting foreign addresses.



The Fund will only accept new account applications or requests for additional purchase that (1) reflect a residential address (or the principal place of business for an entity) located within the U.S. or its territories; (2) reflect a U.S. military address; or (3) are in the name of a U.S. citizen that is residing outside the U.S. or its territories and (4) in every case is associated with a valid U.S. taxpayer identification number.

**Limitations on Frequent Purchases and Redemptions** The Board has adopted policies and procedures with respect to frequent purchases and redemptions of Fund shares by Fund shareholders. It is the Fund’s policy to discourage short-term trading. Specifically, redemption transactions effected by shareholders are analyzed against offsetting purchases within a specified period of time.

Frequent trading in the Fund may interfere with the management of the Fund’s portfolio and result in increased administrative and brokerage costs and a potential dilution in the value of Fund shares. As money is moved in and out, the Fund may incur expenses buying and selling portfolio securities and these expenses are borne by Fund shareholders. The Fund reserves the right to cancel within one business day, restrict or reject, without any prior notice, any purchase order, including transactions representing excessive trading, transactions that may be disruptive to the management of the Fund’s portfolio, and purchase orders not accompanied by payment. The Fund may also refuse any purchase requests, particularly requests that could adversely affect the Fund’s operations.

Because the Fund may receive purchases and sales orders through financial intermediaries that use omnibus or retirement accounts, the Fund cannot always detect frequent purchases and redemptions. However, under agreements it has with financial intermediaries, the Fund can, if it deems it appropriate, identify abusive trading patterns by underlying accounts held with a financial intermediary.

**Account Requirements**

Type of Account	Requirement
<i>Individual, Sole Proprietorship and Joint Accounts</i> Individual accounts are owned by one person, as are sole proprietorship accounts. Joint accounts have two or more owners (tenants)	<ul style="list-style-type: none"><li>• Instructions must be signed by all persons exactly as their names appear on the account</li></ul>



Type of Account	Requirement
<b><i>Gifts or Transfers to a Minor (UGMA, UTMA)</i></b> These custodial accounts provide a way to give money to a child and obtain tax benefits	<ul style="list-style-type: none"> <li>• Depending on state laws, you can set up a custodial account under the UGMA or the UTMA</li> <li>• The custodian must sign instructions in a manner indicating custodial capacity</li> </ul>
<b><i>Business Entities</i></b>	<ul style="list-style-type: none"> <li>• Provide certified articles of incorporation, a government-issued business license or certificate, partnership agreement or similar document evidencing the identity and existence of the business entity</li> <li>• Submit a secretary's (or similar) certificate listing the person(s) authorized to open or transact business for the account</li> </ul>
<b><i>Trusts (including corporate pension plans)</i></b>	<ul style="list-style-type: none"> <li>• The trust must be established before an account can be opened</li> <li>• Provide the first and signature pages from the trust document identifying the trustees</li> <li>• Provide a power of attorney or similar document for each person that is authorized to open or transact business in the account if not a trustee of the trust</li> </ul>

### Investment Procedures

How to Open an Account	How to Add to Your Account
<b><i>By Check</i></b> <ul style="list-style-type: none"> <li>• Call or write us for an account application</li> <li>• Complete the application (and other required documents)</li> <li>• Mail us your application (and other required documents) and a check</li> </ul>	<b><i>By Check</i></b> <ul style="list-style-type: none"> <li>• Fill out an investment slip from a confirmation statement or write us a letter</li> <li>• Write your account number on your check</li> <li>• Mail us the slip (or your letter) and a check</li> </ul>
<b><i>By Wire</i></b> <ul style="list-style-type: none"> <li>• Call or write us for an account application and wire instructions</li> <li>• Complete the application (and other required documents)</li> <li>• Call us to fax the completed application (and other required documents) and we will assign you an account number</li> <li>• Mail us your original application (and other required documents)</li> <li>• Instruct your bank to wire your money to us</li> </ul>	<b><i>By Wire</i></b> <ul style="list-style-type: none"> <li>• Call to notify us of your incoming wire and to obtain wire instructions</li> <li>• Instruct your bank to wire your money to us</li> </ul>





How to Open an Account	How to Add to Your Account
<b>By EFT Payment</b> <ul style="list-style-type: none"><li>• Call or write us for an account application</li><li>• Complete the application (and other required documents)</li><li>• Call us to fax the completed application (and other required documents) and we will assign you an account number</li><li>• Mail us your original application (and other required documents)</li><li>• We will electronically debit your purchase proceeds from your selected financial institution account</li><li>• EFT purchases are limited to \$25,000 per day</li></ul>	<b>By Systematic Investment</b> <ul style="list-style-type: none"><li>• Complete the systematic investment section of the application</li><li>• Attach a voided check to your application</li><li>• Mail us the completed application and the voided check</li><li>• We will electronically debit your purchase proceeds from your selected financial institution account</li><li>• Purchases are limited to \$25,000 per day</li></ul>
<b>By Internet</b> <ul style="list-style-type: none"><li>• Visit our website <a href="http://www.soundshorefund.com">www.soundshorefund.com</a></li><li>• Complete the application (and other required documents)</li><li>• We will electronically debit your purchase proceeds from your selected financial institution account</li><li>• EFT purchases are limited to \$25,000 per day</li></ul>	<b>By Internet</b> <ul style="list-style-type: none"><li>• You can perform purchases of shares online if you have existing bank instructions on your account</li><li>• EFT purchases are limited to \$25,000 per day</li></ul>

**Systematic Investments** You may invest a specified amount of money (up to \$25,000 per day) in the Fund once or twice a month on specified dates. These payments are taken from your bank account by EFT payment. Systematic investments must be for at least \$50 for Investor Class Shares and \$1,000 for Institutional Class Shares.

**Canceled or Failed Payments** The Fund accepts checks and EFT transfers at full value subject to collection. If your payment for shares is not received or you pay with a check or EFT transfer that does not clear, your purchase will be canceled. You will be responsible for any losses or expenses incurred by the Fund or the transfer agent, and the Fund may redeem shares you own in the account as reimbursement. The Fund and its agents have the right to reject or cancel any purchase or redemption due to nonpayment.

## Selling Shares

The Fund processes redemption orders promptly. Under normal circumstances, the Fund will send redemption proceeds to you within a week. If the Fund has not yet collected payment for the shares you are selling, however, it may delay sending redemption proceeds until it receives payment, which may be up to 15 calendar days.



## How to Sell Shares from Your Account

### ***By Mail\****

- Prepare a written request including:
  - Exact name(s) in which the account is registered
  - Your account number
  - The Fund name
  - The dollar amount or number of shares you want to sell
  - How and where to send your proceeds
- Provide a signature guarantee in certain circumstances (See “Signature Guarantee Requirements”)
- Provide other documentation in certain circumstances
- Mail us your request and documentation

### ***By Wire or EFT***

- Wire or EFT requests are only available if you provided bank account information on your account application and your wire redemption request is for \$10,000 (except for systematic withdrawals) or more and you did not decline wire or EFT redemption privileges on your account application
- Call us with your request (unless you declined telephone redemption privileges on your account application) (See “By Telephone”) *or*
- Mail us your request (See “By Mail”)

### ***By Telephone***

- Call us with your request (unless you declined telephone redemption privileges on your account application)\*
- Provide the following information:
  - Your account number
  - Exact name(s) in which the account is registered
  - Provide an additional form of identification
  - Provide a signature guarantee, in certain circumstances (See “Signature Guarantee Requirements”)
- Your proceeds will be:
  - Mailed to you *or*
  - Electronically credited to your account at the financial institution identified on your account application

### ***Systematically***

- Complete the systematic withdrawal section of the application
- Attach a voided check to your application
- Mail us your completed application
- Redemption proceeds will be electronically credited to your account at the financial institution identified on your account application

\* For IRA redemptions, call us for information on submitting an IRA distribution request.

**Telephone Redemption Privileges** You may redeem your shares by telephone unless you declined telephone redemption privileges on your account application. You may be responsible for any unauthorized telephone order as long as the transfer agent follows reasonable procedures to verify that the telephone order is genuine.



**Wire or EFT Redemptions** You may have your redemption proceeds sent to you by wire or EFT if you provided bank account information on your account application. The minimum amount you may request by wire is \$10,000, except for systematic withdrawals. If you wish to make your wire request by telephone, you must also have telephone redemption privileges.


**Systematic Withdrawal** If you own Investor Class shares of the Fund with an aggregated value of at least \$10,000 or if you own Institutional Class Shares of the Fund with an aggregate value of at least \$1 million, you may request a specified amount of money from your account once a month or once a quarter on a specified date. These payments can be sent to your address of record by check or to a designated bank account by EFT payment. Systematic withdrawal requests for Investor Class Shares must be for at least \$100 and for Institutional Class Shares must be for at least \$1,000, and can lead to an involuntary conversion or redemption when a withdrawal would bring the account below the investment minimum for Institutional Class. See “Involuntary Conversions and Redemptions,” below.

### **Signature Guarantee Requirements**

**Medallion Signature Guarantee Program – Financial Transactions** To protect you and the Fund against fraud, certain redemption options will require a signature guarantee provided by an institution that is a member of a recognized Medallion Signature Guarantee Program. A signature guarantee verifies the authenticity of your signature. Signature guarantees may be provided by an eligible financial institution such as a commercial bank, a Financial Industry Regulatory Authority, Inc. (“FINRA”) member firm such as a stock broker, a savings association or a national securities exchange. A notary public cannot provide a signature guarantee. The Fund reserves the right to reject a signature guarantee if it is not provided by a recognized Medallion Signature Guarantee Program guarantor.

The Fund and the transfer agent will need written instructions signed by all registered owners, with a signature guarantee for each owner, for any of the following:

- Written requests to redeem \$100,000 or more
- Add/change banking instructions
- Redemption from an account for which the address or account registration has changed within the last 30 days

- 
- Sending redemption and distribution proceeds to any person, address, or financial institution account not on record
  - Sending redemption and distribution proceeds to an account with a different registration (name or ownership) from your account

**Signature Validation Program – Non-Financial Transactions** The Signature Validation Program (SVP) is intended to provide validation of authorized signatures for those transactions considered non-financial (i.e., do not involve the sale, redemption or transfer of securities). The purpose of the SVP stamp on a document is to authenticate your signature and to confirm that you have the authority to provide the instructions in the document. This stamp may be obtained from eligible members of a Medallion Signature Guarantee Program or other eligible guarantor institutions in accordance with SVP.

Eligible guarantor institutions generally include banks, broker/dealers, credit unions, members of national securities exchanges, registered securities associations, clearing agencies and savings associations. You should verify with the institution that they are an eligible guarantor institution prior to signing. A notary public can not provide an SVP stamp.

The Fund accepts an SVP stamp or a Medallion Signature Guarantee stamp if you request any of the following non-financial transactions:

- A Change in Shareholder's name
- Add/Change authorized account traders
- Add/Change Trustee
- UTMA/UGMA custodian change

The Fund and the transfer agent reserve the right to require signature guarantees on all financial and non-financial transactions.

**Redemption In Kind** The Fund reserves the right to pay redemption proceeds in portfolio securities rather than cash. These redemptions "in kind" usually occur if the amount to be redeemed is large enough to affect Fund operations (for example, if it represents more than 1% of the Fund's assets).



**Lost Accounts and Uncashed Checks** The transfer agent may consider your account “lost” if correspondence to your address of record is returned as undeliverable on two consecutive occasions, unless the transfer agent determines your new address. In addition, in cases where checks of \$25 or more have been sent to investors that have not been cashed for a period of time, the Transfer Agent will provide a written notification to the payee unless that payee has already been determined to be a lost security holder. When an account is “lost,” all distributions on the account will be reinvested in additional Fund shares. In addition, the amount of any outstanding checks unpaid for six months or more for distributions or that have been returned to the transfer agent will be reinvested at the then-current NAV and the checks will be canceled. However, checks will not be reinvested into accounts with a zero balance.

## **Retirement Accounts**

You may invest in Fund shares through IRA accounts, including traditional and Roth IRAs. Fund shares may also be an appropriate investment for other retirement plans. Before investing in any IRA or other retirement plan, you should consult your tax adviser. Whenever making an investment in an IRA, be sure to indicate the year for which the contribution is made. Telephone redemptions are not available for IRA accounts.

## **Voluntary Conversions**

Shares of the Fund’s Institutional Class may be converted into Investor Class shares of the Fund. If a shareholder who desires to convert his or her account from a third-party intermediary that holds Institutional Class shares to a direct account with the Fund’s Transfer Agent is not eligible to meet the Institutional Class’ minimum investment amount, the shareholder may elect to convert his or her Institutional Class shares into a direct account in the shareholder’s name with shares of the Investor Class provided such conversion meets with the investment criteria set forth in this prospectus, for the Investor Class. In addition, shares of the Fund’s Investor Class may be converted into Institutional Class shares provided such conversion meets the investment criteria set forth in this prospectus for the Institutional Class.

A conversion involves the exchange of shares of one class for shares of the other class on a tax free basis at the respective NAVs of such classes after receipt of a conversion request in proper form. The Fund reserves the right to reject specific conversion orders and, on 60 days’ prior written notice, to suspend, modify or terminate a



shareholder's ability to make voluntary conversions. There is no sales load, fee or other charge imposed by the Fund on a conversion of shares. For federal income tax purposes, a voluntary conversion generally will not result in a recognition by the investor of gain or loss. A shareholder should contact the Transfer Agent or the shareholder's third-party intermediary before effecting such a conversion.

Conversion requests may be sent via mail or by calling **(800) 551-1980**. The following information must be provided by the shareholder or authorized person on the account in question:

1. Your account number;
2. The Social Security number or Tax Identification Number on the account;
3. The dollar value of the amount to be converted;
4. The signatures of all account owners exactly as they are registered on the account.

### **Involuntary Conversions and Redemptions**

As set forth in the account application, if the value of your account falls below the minimum initial investment amount of \$10,000 (not including IRAs) for Investor Class Shares and \$1 million for Institutional Class Shares (unless modified or waived as provided in this prospectus) or you otherwise no longer qualify as an eligible investor, your account may be subject to involuntary redemption or, in the case of Institutional Class shares, involuntary conversion, as applicable. You will be notified in writing that unless you choose within the period specified in writing to receive full redemption of your Institutional Class shares, your Institutional Class shares will be converted to an account in the Investor Class without imposition of any charges and such conversion shall be made on a tax-free basis. The Fund reserves the right to involuntarily redeem shares of accounts that no longer meet the eligible investor or minimum investment criteria of the Institutional Class or Investor Class as set forth in this prospectus. If your Institutional Shares account was converted to an Investor Class account based on the conversion feature described in this paragraph and you determine later that it becomes eligible to meet the minimum investment amount of the Institutional Class, you may request a voluntary conversion by contacting the Transfer Agent. The Fund does not provide for automatic conversion or notice of eligibility in cases where an existing Investor Class shareholder's account meets the minimum investment requirement (unless modified or waived as provided in this prospectus) for Institutional Class shares.

### Distributions

The Fund declares distributions from net investment income and pays those distributions semi-annually. Any net capital gain realized by the Fund will be distributed at least annually.

All distributions are reinvested in additional shares, unless you elect to receive distributions in cash. However, if a distribution is less than \$5, your proceeds will be reinvested in additional shares. Shares become entitled to receive distributions on the day after the shares are issued.

### Taxes

The Fund intends to operate in a manner such that it will not be liable for Federal income or excise taxes.

You will generally be taxed on the Fund's distributions, regardless of whether you reinvest them or receive them in cash. The Fund's distributions of net investment income (including short-term capital gain) are taxable to you as ordinary income. A portion of the dividends paid by the Fund may be eligible for the dividends-received deduction for corporate shareholders. The Fund's distributions of long-term capital gain, if any, are taxable to you as long-term capital gain, regardless of how long you have held your shares. Distributions may also be subject to state and local taxes.

A portion of the Fund's distributions may be treated as "qualified dividend income," currently taxable to individuals at a maximum Federal income tax rate of either 15% or 20% depending on whether the individual's income exceeds certain threshold amounts. A distribution is treated as qualified dividend income to the extent that the Fund receives dividend income from taxable domestic corporations and certain qualified foreign corporations, provided that certain holding period and other requirements are met by the Fund and the shareholder.

Distributions of capital gain and the Fund's distribution of net investment income reduce the NAV of the Fund's shares by the amount of the distribution. If you purchase shares prior to these distributions, you are taxed on the distribution even though the distribution represents a return of your investment.



The sale of Fund shares may be a taxable transaction for Federal income tax purposes. You will recognize a gain or loss in such transactions equal to the difference, if any, between the amount of your net sales proceeds and your tax basis in the Fund shares. Such gain or loss will be capital gain or loss if you held your Fund shares as capital assets. Any capital gain or loss will be treated as long-term capital gain or loss if you held the Fund shares for more than one year at the time of the sale.

An additional 3.8% Medicare tax is imposed on certain net investment income (including ordinary dividends and capital gain distributions received from the 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) exceed certain threshold amounts.

The Fund may be required to withhold Federal income tax at the required Federal backup withholding rate currently, 28% on all taxable distributions and redemption proceeds otherwise payable to you if you fail to provide the Fund with your correct taxpayer identification number or to make required certifications, or if you have been notified by the IRS that you are subject to backup withholding. Backup withholding is not an additional tax. Rather, any amounts withheld may be credited against your Federal income tax liability.

The Fund will mail you reports containing information about the income tax status of distributions paid during the year after December 31 of each year. For further information about the tax effects of investing in the Fund, including state and local tax matters, please see the SAI and consult your tax adviser.



## Financial Highlights

The following tables are intended to help you understand the Fund's financial performance for the past five years. Certain information reflects financial results for a single Fund share. Total return in the tables represent the rate an investor would have earned (or lost) on an investment in the Fund (assuming the reinvestment of all dividends and distributions). This information has been derived from the Fund's financial statements, which have been audited by Deloitte & Touche, LLP, the Fund's independent registered public accounting firm, whose report, along with the Fund's financial statements are included in the annual report, which is available upon request.

	Year Ended December 31,				
	2015	2014	2013	2012	2011
<b>Investor Class Shares</b>					
Net Asset Value, Beginning of Year	\$48.79	\$49.05	\$34.91	\$29.53	\$31.82
Investment Operations					
Net investment income (a)	0.39	0.98	0.32	0.29	0.22
Net realized and unrealized gain (loss) on investments	(2.75)	4.83	14.14	5.39	(2.18)
Total from Investment Operations	(2.36)	5.81	14.46	5.68	(1.96)
Distributions from					
Net investment income	(0.39)	(0.98)	(0.32)	(0.30)	(0.23)
Return of capital	—	(0.03)	—	—	(0.10)
Net realized gains	(4.74)	(5.06)	—	—	—
Total Distributions	(5.13)	(6.07)	(0.32)	(0.30)	(0.33)
Net Asset Value, End of Year	\$41.30	\$48.79	\$49.05	\$34.91	\$29.53
Total Return	(5.02)%	11.76%	41.53%	19.32%	(6.18)%
Ratios/Supplemental Data					
Net Assets at End of Year (in thousands)	\$1,462,946	\$1,786,366	\$2,066,584	\$1,491,425	\$1,588,823
Ratios to Average Net Assets:					
Expenses	0.93%	0.92%	0.93%	0.94%	0.94%
Net Investment Income	0.80%	1.92%(b)	0.77%	0.89%	0.69%
Portfolio Turnover Rate (c)	39%(d)	47%	44%	56%	61%

(a) Calculated using average shares outstanding for the period.

(b) Net investment income for the period includes/reflects the divestiture by Vodafone (one of the Fund's portfolio holdings) of its 45% stake in Verizon Wireless in a transaction that included the payment of an extraordinary dividend of cash and shares of Verizon to Vodafone shareholders. Absent this distribution, the ratio of net investment income to average net assets would have been 0.53% for the period.

(c) Portfolio turnover is calculated on the basis of the Fund, as a whole, without distinguishing between the classes of shares issued.

(d) Amount excludes redemption in-kind of \$30,223,998. See note 6 to financial statements.



	Year Ended December 31,		For the Period December 9, 2013 to December 31, 2013 (a)
	2015	2014	
<b>Institutional Class Shares</b>			
Net Asset Value, Beginning of Year	\$48.87	\$49.06	\$47.48
Investment Operations			
Net investment income (b)	0.48	0.67	0.01
Net realized and unrealized gain (loss) on investments	(2.75)	5.23	1.42
Total from Investment Operations	(2.27)	5.90	1.43
Distributions from			
Net realized gain	(0.48)	(1.00)	(0.15)
Return of capital	—	(0.03)	—
Net realized gains	(4.74)	(5.06)	—
Total Distributions	(5.22)	(6.09)	(0.15)
Net Asset Value, End of Year	\$41.38	\$48.87	\$49.06
Total Return (c)	(4.84)%	11.94%	3.00%
Ratios/Supplemental Data			
Net Assets at End of Year (in thousands)	\$450,442	\$551,261	\$77,427
Ratios to Average Net Assets: (c)			
Expenses (gross)(d)	0.83%	0.83%	0.87%
Expenses (net)	0.75%	0.75%	0.75%
Net Investment Income	0.98%	1.29%(e)	0.45%
Portfolio Turnover Rate(f)	39%(g)	47%	44%

(a) Commenced operations December 9, 2013.

(b) Calculated using average shares outstanding for the period.

(c) Annualized for periods less than one year.

(d) Reflects expense ratio in the absence of expense waiver and reimbursement.

(e) Net investment income for the period includes/reflects the divestiture by Vodafone (one of the Fund's portfolio holdings) of its 45% stake in Verizon Wireless in a transaction that included the payment of an extraordinary dividend of cash and shares of Verizon to Vodafone shareholders. Absent this distribution, the ratio of net investment income to average net assets would have been 0.72% for the period.

(f) Portfolio turnover is calculated on the basis of the Fund, as a whole, without distinguishing between the classes of shares issued.

(g) Amount excludes redemption in-kind of \$30,223,998. See note 6 to financial statements.

## ***SOUND SHORE FUND***

### **Investment Adviser**

Sound Shore Management, Inc.  
Greenwich, Connecticut

### **Administrator**

Atlantic Fund Administration, LLC  
Portland, Maine

### **Distributor**

Foreside Fund Services, LLC  
Portland, Maine  
[www.foreside.com](http://www.foreside.com)

### **Transfer Agent**

Atlantic Shareholder Services, LLC  
Portland, Maine

### **Distribution Paying Agent**

Atlantic Fund Administration, LLC  
Portland, Maine

### **Custodian**

MUFG Union Bank, N.A.  
San Francisco, California

### **Fund Counsel**

Dechert LLP  
New York, New York

### **Independent Registered Public Accounting Firm**

BBD, LLP  
Philadelphia, Pennsylvania



## FOR MORE INFORMATION

### **Annual and Semi-Annual Reports**

The Fund will provide annual/semi-annual reports to shareholders that will provide additional information about the Fund's investments. In the Fund's annual report, you will find a discussion of the market conditions and investment strategies that significantly affected the Fund's performance during its last fiscal year.

### **Statement of Additional Information ("SAI")**

The SAI provides more detailed information about the Fund and is incorporated by reference into, and is legally part of, this Prospectus.

### **Contacting the Fund**

You can get free copies of the annual/semi-annual reports and the SAI, request other information and discuss your questions about the Fund by contacting your broker or the Fund at:

Sound Shore Fund, Inc.  
P.O. Box 588  
Portland, Maine 04112  
(800) 551-1980 (toll free)

The annual/semi-annual reports, SAI and other information are available, without charge, on the Fund's Web site at: [www.soundshorefund.com](http://www.soundshorefund.com).

### **Securities and Exchange Commission Information**

Free copies of the annual/semi-annual reports and the SAI are available on the SEC's website at [www.sec.gov](http://www.sec.gov).

In addition, you can review the annual/semi-annual reports, the SAI and other information about the Fund at the Public Reference Room of the SEC in Washington, D.C. You can also get copies of this information, for a fee, by e-mail or by writing to:

Public Reference Section  
Securities and Exchange Commission  
Washington, D.C. 20549-1520  
e-mail: [publicinfo@sec.gov](mailto:publicinfo@sec.gov)

Investment Company Act File No. 811-04244