HENNESSY
ADVISORS, INC.

FORM 10-K
ANNUAL REPORT
Year Ended September 30, 2025

Hennessy Advisors, Inc.
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Fiscal Year Ended September 30, 2025

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Transition Period from _____ to _____

Commission File Number 001-36423

HENNESSY ADVISORS, INC.
(Exact name of registrant as specified in its charter)

California	**68-0176227**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
7250 Redwood Boulevard, Suite 200	
Novato, California	**94945**
(Address of principal executive office)	**(Zip Code)**

(415) 899-1555
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, no par value	**HNNA**	**The Nasdaq Stock Market LLC**
4.875% Notes due 2026	**HNNAZ**	**The Nasdaq Stock Market LLC**

Securities registered pursuant to Section 12(g) of the Act: None.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☒	Smaller reporting company	☒
		Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☐

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

The aggregate market value of common stock held by non-affiliates (as affiliates are defined in Rule 12b-2 of the Exchange Act) of the registrant, based on the closing price as reported on the Nasdaq National Market System of $9.96 on March 31, 2025 (the last trading day of the registrant's most recently completed second fiscal quarter), was $49,472,655.

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date:

As of December 2, 2025, there were 7,891,917 shares of common stock issued and outstanding.

Auditor's Name: CBIZ CPAs P.C.
Auditor's Location: San Francisco, CA
Auditors PCAOB ID Number: 199

Auditor's Name: Marcum LLP
Auditor's Location: San Francisco, CA
Auditors PCAOB ID Number: 688

DOCUMENTS INCORPORATED BY REFERENCE:

Portions of the registrant's definitive proxy statement for its 2026 annual meeting of shareholders to be filed within 120 days after the close of the fiscal year to which this report relates, will be, when filed, incorporated by reference in Part III.

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HENNESSY ADVISORS, INC.

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PART I

ITEM 1. BUSINESS

GENERAL

Hennessy Advisors, Inc. (the "Company," "we," "us," or "our") is a publicly traded investment management firm whose primary business activity is providing investment advisory services to a family of 16 open-end mutual funds (collectively, the "Hennessy Mutual Funds") and one exchange-traded fund ("ETF") branded as the Hennessy Funds. We are committed to providing superior service to investors and employing a consistent and disciplined approach to investing based on a buy-and-hold philosophy that rejects the idea of market timing. Our goal is to provide products that investors can have confidence in, knowing their money is invested as promised and with their best interests in mind. Our firm was founded on these principles over 35 years ago, and the same principles guide us today.

We earn revenues primarily by providing investment advisory services to the Hennessy Funds and secondarily by providing shareholder services to investors in the Hennessy Mutual Funds. Investment advisory services include managing the composition of each fund's portfolio (including the purchase, retention, and disposition of portfolio securities in accordance with each fund's investment objectives, policies, and restrictions), monitoring each fund's compliance with its investment objectives and restrictions and federal securities laws, monitoring the liquidity of each fund, reviewing each fund's investment performance, overseeing the selection and continued employment of sub-advisors and monitoring such sub-advisors' adherence to the fund's investment objectives, policies, and restrictions, overseeing other service providers, maintaining in-house marketing and distribution departments, preparing and distributing regulatory reports, and overseeing distribution of the funds through third-party financial institutions. Shareholder services include maintaining a toll-free number that the current investors in the Hennessy Funds may call to ask questions about their accounts or the funds and actively participating as a liaison between investors in the Hennessy Funds and U.S. Bank Global Fund Services, the Hennessy Funds' administrator. The fees we receive for investment advisory and shareholder services are calculated as a percentage of the average daily net asset values of the Hennessy Funds. Accordingly, our total revenue increases or decreases as our average assets under management rises or falls. The percentage amount of the investment advisory fees varies from fund to fund, but the percentage amount of the shareholder service fees is consistent across all Hennessy Mutual Funds.

We have delegated the day-to-day portfolio management responsibilities to sub-advisors, subject to our oversight, for some of the Hennessy Funds. In exchange for these sub-advisory services, we pay each sub-advisor a fee out of our own assets, which is calculated as a percentage of the average daily net asset values of the sub-advised funds. Accordingly, the sub-advisory fees we pay increase or decrease as our average assets under management in our sub-advised funds increases or decreases, respectively.

Our average assets under management for fiscal year 2025 was $4.5 billion, and our total assets under management as of the end of fiscal year 2025 was $4.2 billion. Our business strategy centers on (i) organic growth through our marketing, sales, and distribution efforts and (ii) growth through strategic purchases of management-related assets.

HISTORICAL CALENDAR YEAR TIMELINE

1989 In February, we were founded as a California corporation under our previous name, Edward J. Hennessy, Inc., and registered as a broker-dealer with the Financial Industry Regulatory Authority.

1996 In March, we launched our first mutual fund, the Hennessy Balanced Fund.

1998 In October, we launched our second mutual fund, the Hennessy Total Return Fund.

2000 In June, we successfully completed our first asset purchase by purchasing the assets related to the management of two mutual funds previously managed by Netfolio, Inc. ("Netfolio") and changed the fund names to the Hennessy Cornerstone Growth Fund and the Hennessy Cornerstone Value Fund. The amount of the purchased assets as of the closing date totaled approximately $197 million.

2002 In May, we successfully completed a self-underwritten initial public offering of our stock by raising $5.7 million at an offering price of $1.98 (HNNA.OB) and changed our firm name to Hennessy Advisors, Inc. Our total assets under management at the time of our initial public offering was approximately $358 million.

2003 In September, we purchased the assets related to the management of a mutual fund previously managed by SYM Financial Corporation and reorganized the assets of such fund into the newly created Hennessy Cornerstone Mid Cap 30 Fund. The amount of the purchased assets as of the closing date was approximately $35 million.

2004 In March, we purchased the assets related to the management of five mutual funds previously managed by Lindner Asset Management, Inc. and reorganized the assets of such funds into four of our existing Hennessy Funds. The amount of the purchased assets as of the closing date totaled approximately $301 million.

2005 In July, we purchased the assets related to the management of a mutual fund previously managed by Landis Associates LLC and changed the fund name to the Hennessy Cornerstone Growth, Series II Fund. The amount of the purchased assets as of the closing date was approximately $299 million.

2007 In November, we launched the Hennessy Micro Cap Growth Fund, LLC, a non-registered private pooled investment fund.

2009 In March, we purchased the assets related to the management of two mutual funds previously managed by RBC Global Asset Management (U.S.) Inc. and reorganized the assets of such funds into the newly created Hennessy Cornerstone Large Growth Fund and the Hennessy Large Value Fund. In conjunction with the completion of the transaction, RBC Global Asset Management (U.S.) Inc. became the sub-advisor to the Hennessy Large Value Fund. The amount of the purchased assets as of the closing date totaled approximately $158 million.

In September, we purchased the assets related to the management of two mutual funds previously managed by SPARX Investment & Research, USA, Inc. and sub-advised by SPARX Asset Management Co., Ltd. and changed the fund names to the Hennessy Japan Fund and the Hennessy Japan Small Cap Fund. In conjunction with the completion of the transaction, SPARX Asset Management Co., Ltd. continued as the sub-advisor to both funds. The amount of the purchased assets as of the closing date totaled approximately $74 million.

2011 In October, we reorganized the assets of the Hennessy Cornerstone Growth, Series II Fund into the Hennessy Cornerstone Growth Fund.

2012 In October, we purchased the assets related to the management of 10 mutual funds previously managed by FBR Fund Advisers (the "FBR Funds"). We reorganized the assets of three of the FBR Funds into existing Hennessy Funds and reorganized the assets of the seven other FBR Funds into newly created series of the Hennessy Funds. In conjunction with the completion of the transaction, Broad Run Investment Management, LLC became the sub-advisor to the Hennessy Focus Fund, FCI Advisors became the sub-advisor to the Hennessy Equity and Income Fund (fixed income allocation) and the Hennessy Core Bond Fund, and The London Company of Virginia, LLC became the sub-advisor to the Hennessy Equity and Income Fund (equity allocation). The amount of the purchased assets as of the closing date was approximately $2.2 billion.

In December, we closed the Hennessy Micro Cap Growth Fund, LLC.

2014 In April, our common stock began trading on The Nasdaq Capital Market.

2015 In September, we completed a self-tender offer, under which we repurchased 1,500,000 shares of our common stock at $16.67 per share.

In June, we launched Institutional Class shares for the Hennessy Japan Small Cap Fund and the Hennessy Large Cap Financial Fund.

2016 In September, we purchased the assets related to the management of two mutual funds previously managed by Westport Advisers, LLC and reorganized the assets of such funds into the Hennessy Cornerstone Mid Cap 30 Fund. The amount of the purchased assets as of the closing date totaled approximately $435 million.

2017 In February, we liquidated the Hennessy Core Bond Fund and reorganized the Hennessy Large Value Fund into the Hennessy Cornerstone Value Fund. Additionally, for the Hennessy Technology Fund, we implemented changes to the investment strategy and the portfolio management team.

In March, we launched Institutional Class shares for the Hennessy Gas Utility Fund.

In December, we purchased the assets related to the management of two mutual funds previously managed by Rainier Investment Management, LLC ("Rainier") and reorganized the assets of such funds into the Hennessy Cornerstone Large Growth Fund and the Hennessy Cornerstone Mid Cap 30 Fund. The amount of the purchased assets as of the closing date totaled approximately $122 million.

2018 In January, we purchased the assets related to the management of a third mutual fund previously managed by Rainier and reorganized the assets of such fund into the Hennessy Cornerstone Mid Cap 30 Fund. The amount of the purchased assets as of the closing date totaled approximately $253 million.

In October, we purchased the assets related to the management of two mutual funds previously managed by BP Capital Fund Services, LLC ("BP Capital") and reorganized the assets of such funds into the newly created Hennessy Energy Transition Fund and the Hennessy Midstream Fund. In connection with the transaction, BP Capital Fund Services, LLC became the sub-advisor to both funds. The amount of the purchased assets as of the closing date totaled approximately $200 million.

2019 During the year, we repurchased an aggregate of 560,734 shares of our common stock pursuant to our stock buyback program.

2020 In the first three months of the year, we repurchased an aggregate of 206,109 shares of our common stock pursuant to our stock buyback program.

2021 In October, we transferred listing of our common stock from The Nasdaq Capital Market to The Nasdaq Global Market. Also in October, we completed a public offering of 4.875% notes due 2026 (the "2026 Notes") in the aggregate principal amount of $40.25 million, which included the full exercise of the underwriters' overallotment option.

2022 In January, we mutually agreed with BP Capital to terminate the sub-advisory agreement for the Hennessy Energy Transition Fund and the Hennessy Midstream Fund and began managing such funds internally.

In December, we purchased the assets related to the management of an ETF previously managed by Red Gate Advisers, LLC and reorganized the assets of such fund into the newly created Hennessy Sustainable ETF. In connection with the transaction, Stance Capital, LLC ("Stance Capital") and Vident Investment Advisory, LLC ("VIA") became sub-advisors to the fund. The amount of the purchased assets as of the closing date totaled approximately $43 million.

2023 In July, VIA completed an acquisition transaction that resulted in a change of control of VIA and automatic termination of our sub-advisory agreement with VIA. On the same date, we entered into a new sub-advisory agreement with Vident Advisory, LLC ("Vident Advisory").

In November, we purchased the assets related to the management of a mutual fund previously managed by Community Capital Management, LLC ("CCM") and reorganized the assets of such fund into the Hennessy Sustainable ETF. The amount of the purchased assets as of the closing date totaled approximately $12 million.

2024 In February, we purchased the assets related to the management of a second mutual fund previously managed by CCM and reorganized the assets of such fund into the Hennessy Sustainable ETF. The amount of the purchased assets as of the closing date totaled approximately $59 million.

2025 In March, we signed a definitive agreement with STF Management, LP to purchase the assets related to the management of the STF Tactical Growth & Income ETF (Nasdaq: TUGN) and the STF Tactical Growth ETF (Nasdaq: TUG) (together, the "STF ETFs"). Upon completion of the transaction, which is subject to the approval of the shareholders of each STF ETF, the assets of the STF Tactical Growth & Income ETF and the STF Tactical Growth ETF will be reorganized to become newly created series of the Hennessy Funds called the Hennessy Tactical Growth and Income ETF and the Hennessy Tactical Growth ETF, respectively. (See Note 1(f) in Item 8, "Financial Statements and Supplementary Data.")

PRODUCT INFORMATION

Investment Strategies of the Hennessy Funds

We manage 16 mutual funds and one ETF, each of which is categorized as a Domestic Equity, Multi-Asset, or Sector and Specialty product. Shares of the funds generally are available for purchase only by U.S. residents and, in certain circumstances, U.S. citizens living abroad.

The Hennessy Funds Family

Domestic Equity	Multi-Asset	Sector and Specialty
Hennessy Cornerstone Growth Fund	Hennessy Total Return Fund	Hennessy Energy Transition Fund
Hennessy Focus Fund	Hennessy Equity and Income Fund	Hennessy Midstream Fund
Hennessy Cornerstone Mid Cap 30 Fund	Hennessy Balanced Fund	Hennessy Gas Utility Fund
Hennessy Cornerstone Large Growth Fund		Hennessy Japan Fund
Hennessy Cornerstone Value Fund		Hennessy Japan Small Cap Fund
		Hennessy Large Cap Financial Fund
		Hennessy Small Cap Financial Fund
		Hennessy Technology Fund
		Hennessy Sustainable ETF

<u>Domestic Equity Funds</u>

Five of the Hennessy Funds are categorized as Domestic Equity products. Of those five funds, four utilize a quantitative investment strategy and one is actively managed, and they all employ consistent and disciplined approaches to investing. Following is a brief description of the investment objectives and principal investment strategies of the Hennessy Funds in the Domestic Equity product category:

- **Hennessy Cornerstone Growth Fund** (Investor Class symbol HFCGX; Institutional Class symbol HICGX). The Hennessy Cornerstone Growth Fund seeks long-term growth of capital by investing in growth-oriented common stocks using a quantitative formula. From the investable common stocks of public companies in the S&P Capital IQ Database with market capitalizations exceeding $175 million, this fund invests in the 50 common stocks with the highest one-year price appreciation that also have price-to-sales ratios below 1.5, higher annual earnings than in the previous year, and positive stock price appreciation over the prior three-month and six-month periods.

- **Hennessy Focus Fund** (Investor Class symbol HFCSX; Institutional Class symbol HFCIX). The Hennessy Focus Fund seeks capital appreciation through a concentrated portfolio of approximately 25 companies that the portfolio managers believe are high-quality businesses with large growth opportunities, excellent management, low tail risk, and discount valuations. This fund’s holdings are conviction-weighted, with the top ten positions comprising approximately 60-80% of the fund’s assets.

- **Hennessy Cornerstone Mid Cap 30 Fund** (Investor Class symbol HFMDX; Institutional Class symbol HIMDX). The Hennessy Cornerstone Mid Cap 30 Fund seeks long-term growth of capital by investing in mid-cap growth-oriented common stocks using a quantitative formula. From the investable common stocks of public companies in the S&P Capital IQ Database with market capitalizations between $2 billion and $25 billion, this fund invests in the 30 common stocks with the highest one-year price appreciation that also have price-to-sales ratios below 1.5, higher annual earnings than in the previous year, and positive stock price appreciation over the prior three-month and six-month periods.

- **Hennessy Cornerstone Large Growth Fund** (Investor Class symbol HFLGX; Institutional Class symbol HILGX). The Hennessy Cornerstone Large Growth Fund seeks long-term growth of capital by investing in growth-oriented common stocks of larger companies using a quantitative formula. From the investable common stocks of public companies in the S&P Capital IQ Database, this fund invests in the 50 stocks that meet the following criteria, in the specified order: (1) above-average market capitalization; (2) a price-to-cash-flow ratio less than the median of the remaining securities; (3) positive total capital; and (4) the highest one-year return on total capital.

- **Hennessy Cornerstone Value Fund** (Investor Class symbol HFCVX; Institutional Class symbol HICVX). The Hennessy Cornerstone Value Fund seeks total return, consisting of capital appreciation and current income, by investing in larger, dividend-paying common stocks using a quantitative formula. From the investable common stocks of public companies in the S&P Capital IQ Database, this fund invests in the 50 stocks with the highest dividend yield that also have above-average market capitalizations, above-average number of shares outstanding, 12-month sales that are 50% greater than the average, and above-average cash flows.

Multi-Asset Funds

Three of the Hennessy Funds are categorized as Multi-Asset products. Of those three funds, two utilize a quantitative investment strategy and one is actively managed. These funds follow a more conservative investment strategy focused on generating income and providing an alternative to funds containing only equity stocks. Following is a brief description of the investment objectives and principal investment strategies of the Hennessy Funds in the Multi-Asset product category:

- **Hennessy Total Return Fund** (Investor Class symbol HDOGX). The Hennessy Total Return Fund seeks total return, consisting of capital appreciation and current income, by investing approximately 50% of its assets in the 10 highest dividend-yielding common stocks of the Dow Jones Industrial Average (known as the "Dogs of the Dow") in roughly equal dollar amounts and the remaining 50% of its assets in U.S. Treasury securities with a maturity of less than one year. This fund then utilizes a borrowing strategy that allows the fund's performance to approximate what it would be if the fund had an asset allocation of roughly 75% Dogs of the Dow stocks and 25% U.S. Treasury securities.

- **Hennessy Equity and Income Fund** (Investor Class symbol HEIFX; Institutional Class symbol HEIIX). The Hennessy Equity and Income Fund seeks long-term capital growth and current income. The portfolio managers' approach places a focus on seeking downside protection. Under normal circumstances, the fund will invest up to 70% of its assets in equity securities and its remaining assets in fixed income securities.

- **Hennessy Balanced Fund** (Investor Class symbol HBFBX). The Hennessy Balanced Fund seeks a combination of capital appreciation and current income by investing approximately 50% of its assets in roughly equal dollar amounts in the Dogs of the Dow stocks but limits exposure to market risk and volatility by investing approximately 50% of its assets in U.S. Treasury securities with a maturity of less than one year.

Sector and Specialty Funds

Nine of the Hennessy Funds are categorized as Sector and Specialty products. Of those nine funds, one is designed as an index fund and the other eight are actively managed, and each focuses on a niche sector of the stock market. Following is a brief description of the investment objectives and principal investment strategies of the Hennessy Funds in the Sector and Specialty product category:

- **Hennessy Energy Transition Fund** (Investor Class symbol HNRGX; Institutional Class symbol HNRIX). The Hennessy Energy Transition Fund seeks total return by investing in companies operating in the United States across the full spectrum of the energy supply/demand value chain, including traditional upstream, midstream, and downstream energy companies, as well as renewable energy companies and energy end users. The portfolio managers use a proprietary research and investment process that involves fundamental and quantitative analysis of various macroeconomic and commodity price and other factors to select this fund's investments and determine the weighting of each investment.

- **Hennessy Midstream Fund** (Investor Class symbol HMSFX; Institutional Class symbol HMSIX). The Hennessy Midstream Fund seeks capital appreciation through distribution growth and current income by investing in midstream energy infrastructure companies, including master limited partnerships, that own and operate assets used in the transporting, storing, gathering, processing, distributing, or marketing of natural gas, natural gas liquids, crude oil, refined products, coal, or electricity or that provide energy-related equipment and services. The portfolio managers combine a top-down deductive reasoning approach with a detailed bottom-up analysis of individual companies.

- **Hennessy Gas Utility Fund** (Investor Class symbol GASFX; Institutional Class symbol HGASX). The Hennessy Gas Utility Fund seeks income and capital appreciation by investing in companies that are members of the American Gas Association ("AGA") in approximately the same percentage as the percentage weighting of such company in the AGA Stock Index. The AGA Stock Index is a capitalization-weighted index that consists of all member companies of the AGA whose securities are traded on a U.S. stock exchange. The index is adjusted monthly for the percentage of natural gas assets on each company's balance sheet.

- **Hennessy Japan Fund** (Investor Class symbol HJPNX; Institutional Class symbol HJPIX). The Hennessy Japan Fund seeks long-term capital appreciation by investing in equity securities of Japanese companies. Using in-depth analysis and on-site research, the portfolio managers focus on stocks with a potential "value gap" by screening for companies that they believe have strong businesses and management and are trading at attractive prices. The portfolio managers limit the portfolio to what they consider to be their best ideas and maintain a concentrated number of holdings.

- **Hennessy Japan Small Cap Fund** (Investor Class symbol HJPSX; Institutional Class symbol HJSIX). The Hennessy Japan Small Cap Fund seeks long-term capital appreciation by investing in equity securities of smaller Japanese companies, typically considered to be companies with market capitalizations in the bottom 20% of all publicly traded Japanese companies. Using in-depth analysis and on-site research, the portfolio managers focus on stocks with a potential "value gap" by screening for small-cap companies that the portfolio managers believe have strong businesses and management and are trading at attractive prices. The portfolio managers limit the portfolio to what they consider to be their best ideas and is unconstrained by its benchmarks.

- **Hennessy Large Cap Financial Fund** (Investor Class symbol HLFNX; Institutional Class symbol HILFX). The Hennessy Large Cap Financial Fund seeks capital appreciation by investing in securities of large-cap companies principally engaged in the business of providing financial services, including information technology companies that are primarily engaged in providing products or services to financial services companies. When evaluating securities to purchase in the banking industry, the portfolio managers generally select companies that have low price-to-earnings ratios and low price-to-book ratios relative to peers.

- **Hennessy Small Cap Financial Fund** (Investor Class symbol HSFNX; Institutional Class symbol HISFX). The Hennessy Small Cap Financial Fund seeks capital appreciation by investing in securities of small-cap companies principally engaged in the business of providing financial services. When evaluating securities to purchase, the portfolio managers generally look for companies that have low price-to-earnings ratios and low price-to-book ratios relative to other financial services companies.

- **Hennessy Technology Fund** (Investor Class symbol HTECX; Institutional Class symbol HTCIX). The Hennessy Technology Fund seeks long-term capital appreciation by investing in securities of companies principally engaged in the research, design, development, manufacturing, or distributing of products or services in the technology industry. From the investable common stocks of public companies in the S&P Capital IQ Database with market capitalizations exceeding $175 million, this fund invests in approximately 60 stocks (weighted equally by dollar amount) that the portfolio managers believe demonstrate sector-leading cash flows and profits, a history of delivering returns in excess of cost of capital, attractive relative valuations, ability to generate cash, attractive balance sheet risk profiles, and prospects for sustainable profitability.

- **Hennessy Sustainable ETF** (Nasdaq: STNC). The Hennessy Sustainable ETF seeks long-term capital appreciation by combining sustainability metrics and machine learning/artificial intelligence ("ML/AI") in a tax-efficient ETF structure. The portfolio managers seek exposure to companies that score well on sustainability metrics and that the portfolio managers believe will outperform based on ML/AI models. The fund leverages optimization in an attempt to reduce portfolio level tail risk and mitigate downside losses.

Historical Investment Performance of the Hennessy Funds

The following table presents the average annualized returns for each Hennessy Fund and its relevant benchmark indices for the one-year, three-year, five-year, and ten-year (or since inception for Hennessy Funds that commenced operations less than ten years ago) periods ended September 30, 2025.

Returns are presented net of all expenses borne by fund investors, but not net of fees waived or expenses borne by the Company. The past investment performance of the Hennessy Funds is not a guarantee of future performance, and all of the Hennessy Funds have experienced negative performance over various periods in the past and may do so again in the future.

Hennessy Cornerstone Growth Fund	One Year	Three Years	Five Years	Ten Years
Institutional Class Share - HICGX	3.72 %	23.67 %	20.18 %	11.36 %
Investor Class Share - HFCGX	3.38 %	23.26 %	19.79 %	11.00 %
Russell 2000® Index (1)	10.76 %	15.21 %	11.56 %	9.77 %
S&P 500® Index (2)	17.60 %	24.94 %	16.47 %	15.30 %

Hennessy Focus Fund*	One Year	Three Years	Five Years	Ten Years
Institutional Class Share - HFCIX	9.86 %	20.28 %	12.25 %	10.69 %
Investor Class Share - HFCSX	9.44 %	19.83 %	11.83 %	10.28 %
Russell 3000® Index (3)	17.41 %	24.12 %	15.74 %	14.71 %
Russell Midcap® Growth Index (4)	22.02 %	22.85 %	11.26 %	13.37 %

Hennessy Cornerstone Mid Cap 30 Fund	One Year	Three Years	Five Years	Ten Years
Institutional Class Share - HIMDX	3.96 %	26.12 %	22.82 %	12.46 %
Investor Class Share - HFMDX	3.54 %	25.64 %	22.37 %	12.05 %
Russell Midcap® Index (5)	11.11 %	17.69 %	12.66 %	11.39 %
S&P 500® Index (2)	17.60 %	24.94 %	16.47 %	15.30 %

Hennessy Cornerstone Large Growth Fund	One Year	Three Years	Five Years	Ten Years
Institutional Class Share - HILGX	1.90 %	16.86 %	12.20 %	10.77 %
Investor Class Share - HFLGX	1.59 %	16.54 %	11.90 %	10.47 %
Russell 1000® Index (6)	17.75 %	24.64 %	15.99 %	15.04 %
S&P 500® Index (2)	17.60 %	24.94 %	16.47 %	15.30 %

Hennessy Cornerstone Value Fund	One Year	Three Years	Five Years	Ten Years
Institutional Class Share - HICVX	10.80 %	15.57 %	16.34 %	10.87 %
Investor Class Share - HFCVX	10.55 %	15.32 %	16.08 %	10.62 %
Russell 1000® Value Index (7)	9.44 %	16.96 %	13.88 %	10.72 %
S&P 500® Index (2)	17.60 %	24.94 %	16.47 %	15.30 %

Hennessy Total Return Fund	One Year	Three Years	Five Years	Ten Years
Investor Class Share - HDOGX	4.60 %	10.96 %	8.27 %	7.08 %
75/25 Blended DJIA/Treasury Index (8)	9.87 %	15.97 %	10.65 %	10.79 %
Dow Jones Industrial Average (9)	11.50 %	19.63 %	12.98 %	13.50 %

Hennessy Equity and Income Fund*	One Year	Three Years	Five Years	Ten Years
Institutional Class Share - HEIIX	6.76%	11.98%	7.14%	7.31%
Investor Class Share - HEIFX	6.31%	11.55%	6.75%	6.91%
S&P 500® Index (2)	17.60%	24.94%	16.47%	15.30%

Hennessy Balanced Fund	One Year	Three Years	Five Years	Ten Years
Investor Class Share - HBFBX	3.17%	7.37%	5.52%	4.97%
50/50 Blended DJIA/Treasury Index (10)	7.98%	12.18%	7.88%	7.90%
Dow Jones Industrial Average (9)	11.50%	19.63%	12.98%	13.50%

Hennessy Energy Transition Fund*	One Year	Three Years	Five Years	Ten Years
Institutional Class Share - HNRIX	11.77%	14.70%	32.24%	8.76%
Investor Class Share - HNRGX	11.47%	14.35%	31.80%	8.43%
S&P 500® Energy Index (11)	4.43%	11.10%	29.60%	8.18%
S&P 500® Index (2)	17.60%	24.94%	16.47%	15.30%

Hennessy Midstream Fund*	One Year	Three Years	Five Years	Ten Years
Institutional Class Share - HMSIX**	10.69%	23.09%	30.21%	7.41%
Investor Class Share - HMSFX	10.31%	22.73%	29.88%	7.13%
Alerian US Midstream Energy Index (12)	19.31%	26.92%	35.09%	11.51%
S&P 500® Index (2)	17.60%	24.94%	16.47%	15.30%

Hennessy Gas Utility Fund*	One Year	Three Years	Five Years	Ten Years
Institutional Class Share - HGASX**	17.70%	14.98%	14.37%	9.16%
Investor Class Share - GASFX	17.38%	14.64%	14.03%	8.86%
AGA Stock Index (13)	17.06%	15.17%	14.83%	9.92%
S&P 500® Index (2)	17.60%	24.94%	16.47%	15.30%

Hennessy Japan Fund	One Year	Three Years	Five Years	Ten Years
Institutional Class Share - HJPIX	8.18%	22.78%	4.94%	9.97%
Investor Class Share - HJPNX	7.82%	22.32%	4.54%	9.55%
Russell/Nomura Total Market™ Index (14)	17.28%	21.77%	9.38%	8.75%
Tokyo Stock Price Index (TOPIX) (15)	17.73%	21.70%	9.25%	8.59%

Hennessy Japan Small Cap Fund	One Year	Three Years	Five Years	Ten Years
Institutional Class Share - HJSIX**	28.34%	21.10%	8.60%	10.51%
Investor Class Share - HJPSX	27.90%	20.66%	8.17%	10.12%
Russell/Nomura Small Cap™ Index (16)	19.90%	19.41%	6.94%	7.18%
Tokyo Stock Price Index (TOPIX) (15)	17.73%	21.70%	9.25%	8.59%

Hennessy Large Cap Financial Fund*	One Year	Three Years	Five Years	Ten Years
Institutional Class Share - HILFX**	37.10 %	20.64 %	11.78 %	11.12 %
Investor Class Share - HLFNX	36.61 %	20.25 %	11.40 %	10.72 %
Russell 1000® Index Financials (17)	24.02 %	25.83 %	21.29 %	15.43 %
Russell 1000® Index (6)	17.75 %	24.64 %	15.99 %	15.04 %

Hennessy Small Cap Financial Fund*	One Year	Three Years	Five Years	Ten Years
Institutional Class Share - HISFX	9.74 %	8.70 %	19.87 %	8.61 %
Investor Class Share - HSFNX	9.34 %	8.34 %	19.43 %	8.22 %
Russell 2000® Index Financials (18)	10.87 %	13.89 %	15.74 %	9.10 %
Russell 2000® Index (1)	10.76 %	15.21 %	11.56 %	9.77 %

Hennessy Technology Fund*	One Year	Three Years	Five Years	Ten Years
Institutional Class Share - HTCIX**	21.56 %	27.07 %	14.80 %	14.64 %
Investor Class Share - HTECX	21.29 %	26.75 %	14.51 %	14.33 %
NASDAQ Composite Index (19)	25.42 %	29.92 %	16.07 %	18.32 %
S&P 500® Index (2)	17.60 %	24.94 %	16.47 %	15.30 %

Hennessy Sustainable ETF*	One Year	Three Years	Five Years	Since Inception (3/15/21)
STNC - Net Asset Value	5.40%	12.41%	-	6.54%
STNC - Market Price	5.30%	12.33%	-	6.52%
S&P 500® Index (2)	17.60%	24.94%	-	13.84%

* Performance information from prior to the date that we acquired the assets related to the management of the fund is included because the previous investment manager managed the fund using a similar investment strategy.

** Performance shown for periods prior to the inception of Institutional Class shares represents the performance of Investor Class shares of the fund and includes expenses that are not applicable to, and are higher than, those of Institutional Class shares.

(1) The Russell 2000® Index comprises the smallest 2,000 companies in the Russell 3000® Index based on market capitalization, representing approximately 3% of the total market capitalization of the Russell 3000® Index.

(2) The S&P 500® Index is a capitalization-weighted index that is designed to represent the broad domestic economy through changes in the aggregate market value of 500 stocks across all major industries.

(3) The Russell 3000® Index comprises the 3,000 largest U.S. companies based on market capitalization, representing approximately 98% of the investable U.S. equities market.

(4) The Russell Midcap® Growth Index comprises those companies in the Russell Midcap® Index with relatively higher price-to-book ratio, higher forecasted growth values, and higher sales per share historical growth, representing approximately 45% of the total market capitalization of the Russell Midcap® Index.

(5) The Russell Midcap® Index comprises approximately 800 of the smallest securities in the Russell 1000® Index, representing approximately 27% of the total market capitalization of the Russell 1000® Index.

(6) The Russell 1000® Index comprises the 1,000 largest companies in the Russell 3000® Index based on market capitalization, representing approximately 98% of the total market capitalization of the Russell 3000® Index.

(7) The Russell 1000® Value Index comprises those companies in the Russell 1000® Index with relatively lower price-to-book ratios, lower forecasted growth value, and lower sales per share historical growth, representing approximately 23% of the total market capitalization of the Russell 1000® Index.

(8) The 75/25 Blended DJIA/Treasury Index consists of 75% common stocks represented by the Dow Jones Industrial Average and 25% short-duration Treasury securities represented by the ICE BofAML U.S. 3-Month Treasury Bill Index, which comprises U.S. Treasury securities maturing in three months.

(9) The Dow Jones Industrial Average is a price-weighted average of 30 significant stocks traded on the New York Stock Exchange or The Nasdaq Stock Market LLC.

(10) The 50/50 Blended DJIA/Treasury Index consists of 50% common stocks represented by the Dow Jones Industrial Average and 50% short-duration Treasury securities represented by the ICE BofAML 1-Year U.S. Treasury Note Index, which comprises U.S. Treasury securities maturing in approximately one year.
(11) The S&P 500® Energy Index comprises those companies included in the S&P 500® that are classified in the Energy sector.
(12) The Alerian US Midstream Energy Index comprises companies that earn a majority of their cash flow from midstream activities involving energy commodities.
(13) The AGA Stock Index is a capitalization-weighted index consisting of members of the American Gas Association whose securities are traded on a U.S. stock exchange.
(14) The Russell/Nomura Total Market™ Index comprises the top 98% of stocks listed on Japanese stock exchanges based on market capitalization.
(15) The Tokyo Stock Price Index (TOPIX) is a capitalization-weighted index of all of the companies listed on the First Section of the Tokyo Stock Exchange.
(16) The Russell/Nomura Small Cap™ Index comprises the bottom 15% of stocks in the Russell/Nomura Total Market™ Index based on market capitalization.
(17) The Russell 1000® Index Financials is a subset of the Russell 1000® Index that measures the performance of securities classified in the Financials sector of the large-cap U.S. equity market.
(18) The Russell 2000® Index Financials is a subset of the Russell 2000® Index that measures the performance of securities classified in the Financials sector of the small-cap U.S. equity market.
(19) The NASDAQ Composite Index is a broad-based capitalization-weighted index of all common stocks listed on The Nasdaq Stock Market LLC.

Investors cannot invest directly in an index. Performance data for an index does not reflect any deductions for fees, expenses, or taxes.

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Development of New Investment Strategies and Expanding Our Product Offerings

We develop new investment strategies and expand our product offerings by identifying investor needs and reviewing asset allocation tables to determine where we can augment our family of funds. Once we identify an attractive market segment, we select one of the following methods to initiate the new strategy:

- We screen the appropriate universe of stocks with a set of parameters that we believe identifies stocks that will produce higher long-term returns with lower associated risk than their relative indices, and we then introduce the new investment strategy into the marketplace by opening and directly marketing a new fund;

- We purchase the assets related to the management of an existing fund that we then manage ourselves;
- We purchase the assets related to the management of an existing fund and then engage the existing portfolio managers or strategic firm to act as a sub-advisor to manage the fund; or
- We purchase the assets related to the management of an existing fund and then employ the existing portfolio management team to manage the fund.

ASSETS UNDER MANAGEMENT, SOURCES OF REVENUES, AND 12B-1 PLANS

We earn revenues primarily by providing investment advisory services to the Hennessy Funds and secondarily by providing shareholder services to investors in the Hennessy Mutual Funds. The fees we receive for these services are calculated as a percentage of the average daily net asset values of the Hennessy Funds. In addition, the sub-advisory fees that we pay are also calculated as a percentage of the average daily net asset values of the sub-advised Hennessy Funds. The amount of our assets under management fluctuates as a result of organic inflows (purchases of shares of the Hennessy Funds by new or existing investors), acquisition inflows, outflows (redemptions of shares of the Hennessy Funds by investors), and market appreciation or depreciation.

The following table summarizes our assets under management for the past three fiscal years:

	Fiscal Years Ended September 30,		
	2025	2024	2023
		(In thousands)	
Beginning assets under management	$ 4,642,363	$ 3,032,042	$ 2,895,717
Acquisition inflows	-	71,656	43,088
Organic inflows	1,356,091	1,554,303	598,119
Redemptions	(1,991,232)	(1,005,191)	(915,397)
Market appreciation	237,546	989,553	410,515
Ending assets under management	$ 4,244,768	$ 4,642,363	$ 3,032,042

As stated above, the amount of fees we receive for providing investment advisory and shareholder services increases or decreases as our average assets under management rises or falls.

The following table summarizes our sources of revenues, net of sub-advisory fees, for the past three fiscal years:

	Fiscal Years Ended September 30,		
	2025	2024	2023
		(In thousands)	
Investment advisory fees	$ 33,174	$ 27,524	$ 22,090
Shareholder service fees	2,364	2,122	1,930
Subtotal	35,538	29,646	24,020
Sub-advisory fees	(4,147)	(4,169)	(3,759)
Revenue, net of sub-advisory fees	$ 31,391	$ 25,477	$ 20,261

Investment Advisory Agreements and Fees

We provide investment advisory services to the Hennessy Funds pursuant to investment advisory agreements with Hennessy Funds Trust. Our provision of investment advisory services to the Hennessy Funds is subject to the oversight of the Board of Trustees of Hennessy Funds Trust (the "Funds' Board of Trustees") and must be in accordance with the applicable Hennessy Fund's investment advisory agreement, Prospectus, and Statement of Additional Information. The services that we provide to each Hennessy Fund pursuant to these investment advisory agreements include, among other things, the following:

- acting as portfolio manager for the fund or overseeing the sub-advisor acting as portfolio manager for the fund, which includes managing the composition of the fund's portfolio (including the purchase, retention, and disposition of portfolio securities in accordance with the fund's investment objectives, policies, and restrictions), seeking best execution for the fund's portfolio, managing the use of soft dollars for the fund, and managing proxy voting for the fund;

- performing a daily reconciliation of portfolio positions and cash for the fund;

- monitoring the liquidity of the fund;

- monitoring the fund's compliance with its investment objectives and restrictions and federal securities laws;

- maintaining a compliance program (including a code of ethics), conducting ongoing reviews of the compliance programs of the fund's service providers (including any sub-advisor), including their codes of ethics, as appropriate, conducting on-site visits to the fund's service providers (including any sub-advisor) as feasible, monitoring incidents of abusive trading practices, reviewing fund expense accruals, payments, and fixed expense ratios, evaluating insurance providers for fidelity bond, directors and officers and errors and omissions insurance, and cybersecurity insurance coverage, managing regulatory examination compliance and responses, conducting employee compliance training, reviewing reports provided by service providers, and maintaining books and records;

- if applicable, overseeing the selection and continued employment of the fund's sub-advisor, reviewing the fund's investment performance, and monitoring the sub-advisor's adherence to the fund's investment objectives, policies, and restrictions;

- overseeing service providers that provide accounting, administration, distribution, transfer agency, custodial, sales, marketing, public relations, audit, information technology, and legal services to the fund;

- maintaining in-house marketing and distribution departments on behalf of the fund;

- preparing or directing the preparation of all regulatory filings for the fund, including writing and annually updating the fund's prospectus and related documents;

- for each annual report of the fund, preparing or reviewing a written summary of the fund's performance during the most recent 12-month period;

- monitoring and overseeing the accessibility of the fund on financial institution platforms;

- paying the incentive compensation of the fund's compliance officer and employing other staff such as legal, marketing, national accounts, distribution, sales, administrative, and trading oversight personnel, as well as management executives;

- providing a quarterly compliance certification to the Funds' Board of Trustees; and

- preparing or reviewing materials for the Funds' Board of Trustees, presenting to or leading discussions with the Funds' Board of Trustees, preparing or reviewing all meeting minutes, and arranging for training and education of the Funds' Board of Trustees.

The investment advisory agreements also provide that we are responsible for performing any ordinary clerical and bookkeeping services needed by the Hennessy Funds that are not provided by the funds' custodian, administrator, or transfer agent. The Funds' Board of Trustees comprises five trustees who are not interested persons of the Hennessy Funds (the "disinterested trustees") and Neil J. Hennessy, who is our Chief Executive Officer and Chairman of our Board of Directors. Under the Investment Company Act of 1940, as amended (the "1940 Act"), a majority of the trustees must be disinterested trustees, and the disinterested trustees must approve entering into and continuing our investment advisory agreements. The disinterested trustees also have sole responsibility for selecting and nominating other disinterested trustees.

In exchange for the services described above, we receive an investment advisory fee from each Hennessy Fund that is calculated as a percentage of such fund's average daily net asset value. As of the end of fiscal year 2025, the percentages of each fund's assets used to calculate the annual investment advisory fees payable to us are as follows:

Hennessy Fund (All Class Shares)	**Investment Advisory Fee (as a % of fund assets)**
Hennessy Cornerstone Growth Fund	0.74%
Hennessy Focus Fund	0.90%
Hennessy Cornerstone Mid Cap 30 Fund	0.74%
Hennessy Cornerstone Large Growth Fund	0.74%
Hennessy Cornerstone Value Fund	0.74%
Hennessy Total Return Fund	0.60%
Hennessy Equity and Income Fund	0.80%
Hennessy Balanced Fund	0.60%
Hennessy Energy Transition Fund	1.25%
Hennessy Midstream Fund	1.10%
Hennessy Gas Utility Fund	0.40%
Hennessy Japan Fund	0.80%
Hennessy Japan Small Cap Fund	0.80%
Hennessy Large Cap Financial Fund	0.90%
Hennessy Small Cap Financial Fund	0.90%
Hennessy Technology Fund	0.74%
Hennessy Sustainable ETF	0.95%

We waive a portion of our fees with respect to the Hennessy Midstream Fund, the Hennessy Technology Fund, and the Hennessy Sustainable ETF to comply with contractual expense ratio limitations. The fee waivers are calculated daily by the Hennessy Funds' accountants at U.S. Bank Global Fund Services, reviewed by management, and then charged to expense monthly as offsets to our revenues. Each waived fee is then deducted from investment advisory fee income and reduces the aggregate amount of advisory fees we receive from such fund in the subsequent month. Total fee waivers during fiscal years 2025 and 2024 were $0.20 million and $0.18 million, respectively. To date, we have only waived fees based on contractual obligations, but we have the ability to waive fees at our discretion. Any decision to waive fees would apply only on a going-forward basis.

Our investment advisory agreements must be renewed annually (except in limited circumstances) by (i) the Funds' Board of Trustees or the vote of a majority of the outstanding shares of the applicable Hennessy Fund and (ii) the vote of a majority of the disinterested trustees. If an investment advisory agreement is not renewed, it terminates automatically. There are two additional circumstances in which an investment advisory agreement terminates. First, an investment advisory agreement automatically terminates if we assign it to another advisor (assignment includes "indirect assignment," which is the direct or indirect transfer of our common stock in sufficient quantities deemed to constitute a controlling block). Second, an investment advisory agreement may be terminated prior to its expiration upon 60 days' written notice by either the applicable Hennessy Fund or us.

Sub-Advisory Agreements and Fees

We have delegated the day-to-day portfolio management responsibilities to sub-advisors, subject to our oversight, for some of the Hennessy Funds. In each case, the sub-advisor entity or the individuals working at the sub-advisor entity is the same entity or are the same individuals who advised the fund prior to our purchase of assets related to the management of such fund. The provision of sub-advisory services must be in accordance with the applicable Hennessy Fund's sub-advisory agreement, Prospectus, and Statement of Additional Information. The services that each sub-advisor provides to the applicable Hennessy Fund pursuant to the terms of the sub-advisory agreement include, among other things, the following (except these responsibilities are divided between Stance Capital and Vident Advisory for the Hennessy Sustainable ETF):

- acting as portfolio manager for the fund, which includes managing the composition of the fund's portfolio (including the purchase, retention, and disposition of portfolio securities in accordance with the fund's investment objectives, policies, and restrictions), seeking best execution for the fund's portfolio, managing the use of soft dollars for the fund, and managing proxy voting for the fund;

- ensuring that its compliance programs include policies and procedures relevant to the fund and the sub-advisor's duties as a portfolio manager to the fund;

- for each annual report of the fund, preparing a written summary of the fund's performance during the most recent 12-month period; and

- providing a quarterly certification to Funds' Board of Trustees regarding trading and allocation practices, supervisory matters, the sub-advisor's compliance program (including its code of ethics), compliance with the fund's policies, and general firm updates.

In exchange for sub-advisory services, we pay sub-advisory fees to the sub-advisors out of our own assets. Sub-advisory fees are calculated as a percentage of the applicable fund's average daily net asset value. The following table lists each of our sub-advised funds, the sub-advisor for such fund, and the percentage used to calculate the annual sub-advisory fees payable by us to such fund's sub-advisor as of the end of fiscal year 2025:

Hennessy Fund (All Class Shares)	**Sub-Advisor**	**Sub-Advisory Fee (As a % of Fund Assets)**
Hennessy Focus Fund	Broad Run Investment Management, LLC	0.29%
Hennessy Equity and Income Fund	FCI Advisors (fixed income allocation)	0.27%
	The London Company of Virginia, LLC (equity allocation)	0.33%
Hennessy Japan Fund	SPARX Asset Management Co., Ltd.	$0-$500 million:0.35% Above $500 million-$1 billion:0.40% Above $1 billion:0.42%
Hennessy Japan Small Cap Fund	SPARX Asset Management Co., Ltd.	$0-$500 million:0.35% Above $500 million-$1 billion:0.40% Above $1 billion:0.42%
Hennessy Sustainable ETF	Stance Capital, LLC (portfolio composition sub-advisor)	$0-$125 million:0.40% Above $125-$250 million:0.37% Above $250 million:0.35%
	Vident Advisory, LLC* (trading sub-advisor)	$0-$250 million:0.05% Above $250-$500 million:0.05% Above $500 million:0.04%

*Subject to a minimum sub-advisory fee to Vident Advisory, LLC of $18,750 on an annual basis.

The sub-advisory agreements must be renewed annually in the same manner as the investment advisory agreements and are subject to the same termination provisions, including automatic termination in the event the agreement is assigned. Assignment is generally defined under the 1940 Act and the Advisers Act to include direct assignments as well as assignments that are deemed to occur due to the change in control of the investment advisor, which includes us or one of the sub-advisors that we have engaged on behalf of certain of the Hennessy Funds. However, a transaction is not an assignment under the 1940 Act or the Investment Advisers Act of 1940, as amended (the "Advisers Act") if it does not result in a change of actual control or management of us or, in the context of a sub-advisor, a change of actual control or management of the sub-advisor.

If a sub-advisor experienced a change of control but we did not, we could continue acting as an advisor to the applicable Hennessy Fund, but the shareholders of such Hennessy Fund would have to approve a new sub-advisory agreement for the sub-advisor. Because obtaining shareholder approval for a new sub-advisor can be costly both in terms of expense and time, we sought and received an exemptive order from the Securities and Exchange Commission ("SEC") in 2023 to operate under a manager of managers structure. The manager of managers structure permits us to appoint and replace unaffiliated sub-advisors and to enter into and make material amendments to the related sub-advisory agreements on behalf of the Hennessy Funds without shareholder approval, but subject in each case to the approval of the Hennessy Funds' Board of Trustees. Under the manager of managers structure, we have ultimate responsibility, subject to oversight by the Hennessy Funds' Board of Trustees, for overseeing the Hennessy Funds' unaffiliated sub-advisors and recommending their hiring, termination, or replacement. Even with the exemptive order from the SEC, we cannot implement the manager of managers structure on behalf of a particular Hennessy Fund until the shareholders of such Hennessy Fund approve its implementation.

We obtained shareholder approval for the Hennessy Sustainable ETF in 2023 to operate under a manager of managers structure and are evaluating the timing and process for obtaining shareholder approval for the Hennessy Mutual Funds that have a sub-advisor. With respect to the Hennessy Sustainable ETF, our sub-advisory agreement with VIA, one of the sub-advisors for the fund, terminated automatically on July 14, 2023, in connection with an acquisition transaction that resulted in a change of control of VIA. As a result of the transaction, VIA ceased to exist and Vident Advisory became the sole Vident enterprise carrying out Vident's business and operations. On the same date, we entered into a new sub-advisory agreement with Vident Advisory pursuant to which Vident Advisory now provides sub-advisory services to the Hennessy Sustainable ETF. The new sub-advisory agreement was approved by the Hennessy Funds' Board of Trustees and by vote of the shareholders of the Hennessy Sustainable ETF. At the same meeting, the shareholders of the Hennessy Sustainable ETF also approved the implementation of the manager of managers structure for the fund.

Shareholder Servicing Agreements and Fees

Pursuant to a shareholder servicing agreement with Hennessy Funds Trust, we provide shareholder services to investors in the Hennessy Mutual Funds including, among other things, maintaining a toll-free number that the current investors in the Hennessy Funds may call to ask questions about their accounts or the funds and actively participating as a liaison between investors in the Hennessy Funds and U.S. Bank Global Fund Services. In exchange for these services, we receive a shareholder service fee from each Hennessy Mutual Fund of 0.10% of the average daily net assets of such fund's Investor Class shares.

The shareholder servicing agreement must be renewed annually by the Funds' Board of Trustees, including the vote of a majority of the disinterested trustees. If the shareholder servicing agreement is not renewed, it terminates automatically. In addition, the shareholder servicing agreement may be terminated prior to its expiration upon 60 days' written notice by Hennessy Funds Trust or us.

12b-1 Plans

All of the Hennessy Mutual Funds have adopted a 12b-1 plan. These plans are named after Rule 12b-1 of the 1940 Act, which permits a fund to adopt a plan that allows the fund to collect fees to use to make payments to third parties in connection with the distribution of fund shares. Amounts paid under a plan may be spent on any activities or expenses primarily intended to result in sale of shares of the fund, including, but not limited to (i) advertising, (ii) compensation paid to financial institutions, broker-dealers, and others for sales and marketing, (iii) shareholder accounting servicing, (iv) printing and mailing prospectuses to possible new investors, and (v) printing and mailing sales literature. A fund may also employ a distributor to distribute and market fund shares and then use 12b-1 fees to pay the distributor for expenses relating to telephone use, overhead, employing employees who engage in or support the distribution of the fund shares, printing prospectuses and other reports for possible new investors, advertising, and preparing and distributing sales literature.

The 12b-1 fee for each Hennessy Mutual Fund is 0.15% of the average daily net assets of such fund's Investor Class shares.

CUSTODIAL, DISTRIBUTION, AND BROKERAGE ARRANGEMENTS

We use independent third parties for custody and distribution of our assets under management.

All trades for the Hennessy Funds are executed by independent brokerage firms following our direction or the direction of our sub-advisors. When selecting brokers, we and our sub-advisors are required to seek best execution. Although there is no single statutory definition, SEC releases and other legal guidelines make clear that this duty requires us to seek "the most advantageous terms reasonably available under the circumstances for a customer's account." The lowest possible commission, while important, is not the sole determinative factor. We and our sub-advisors also consider factors such as order size and market depth, availability of competing markets and liquidity, trading characteristics of the security, financial responsibility of the broker-dealer, and the broker's ability to address current market conditions.

Currently, we participate in soft dollar arrangements with one of our brokers. This means we receive research reports and real-time electronic research to assist us in trading and managing the Hennessy Funds. Under these soft dollar arrangements, the Hennessy Funds pay brokerage commissions for securities trades at the regular market rate, and some or all of the value of those commissions is received by us in the form of research or other services that benefit the Hennessy Funds. We believe our soft dollar arrangements comply with SEC guidance regarding soft dollars.

LICENSE AGREEMENT

Our ability to use the names and formulaic investment strategies of the Hennessy Cornerstone Growth Fund and the Hennessy Cornerstone Value Fund are governed by the terms and conditions of a license agreement, dated as of April 10, 2000, with Netfolio. Under the license agreement, Netfolio granted us a perpetual, paid-up, royalty-free, exclusive license to use certain trademarks, such as "Strategy Indexing," "Cornerstone Growth," and "Cornerstone Value," as well as the formula investment strategies used by the Hennessy Cornerstone Growth Fund and the Hennessy Cornerstone Value Fund. All of our advertising, marketing, promotional, and other materials incorporating or referring to the trademarks are subject to the prior written approval of Netfolio, except that we do not need Netfolio's prior written approval to use the trademarks in a manner that is not substantially unchanged from any prior use by Netfolio in its own business or from any prior use by us previously approved by Netfolio. We have the right to assign the license to another person or entity if the assignee agrees in writing to be bound by the terms of the license agreement. There are no ongoing licensing fees associated with this license agreement, and Netfolio does not have any contractual rights to terminate the license agreement.

BUSINESS STRATEGY

From the time we launched our first mutual fund in 1996, we have consistently pursued a growth strategy centered on organic growth through our marketing, sales, and distribution efforts and growth through strategic purchases of management-related assets. The implementation of this business strategy is described below.

- **Seeking to deliver strong investment performance of the Hennessy Funds**

One of the most effective ways we can grow the assets of the Hennessy Funds is by delivering strong investment performance, which we believe should:

- result in an increase in the value of existing assets of the Hennessy Funds;
- encourage more investors to buy shares of the Hennessy Funds and decrease the number of investors who redeem their shares and leave the Hennessy Funds; and
- motivate current investors to invest additional money in the Hennessy Funds.

- **Utilizing our branding and marketing campaign to attract assets**

We believe we can attract investors to the Hennessy Funds by effectively marketing our consistent and disciplined approach to investing based on a buy-and-hold philosophy that rejects the idea of market timing. We offer quantitative funds, actively managed funds, and income-generating funds. We believe our quantitative funds attract investors who want to understand exactly how their investments are managed and who favor statistical analysis and empirical evidence as the basis for investment decisions. We also believe that our actively managed funds attract investors who appreciate a fundamental, hands-on investment management approach and talented portfolio managers. Finally, we believe our more conservative, income-generating funds attract investors seeking alternatives to funds invested entirely in equities.

We run a comprehensive and far-reaching public relations program designed to disseminate our message to a wide variety of potential investors through frequent television appearances, radio spots, feature articles, and print media mentions. We have partnered with an industry-leading public relations firm, SunStar Strategic, to proactively promote the Hennessy Funds to national financial media. This public relations program has consistently resulted in the Hennessy Funds being mentioned an average of once every two to three days in national print and broadcast media such as CNBC, Fox News, Bloomberg radio and TV, The Wall Street Journal, Kiplinger, and Barron's, among others. To facilitate our presence in the media, we utilize LiveStudio, an in-house studio providing a direct link to media broadcasts, at our office in Novato, California. We have several spokespeople who help us expand our public relations program and provide comprehensive media coverage of our products, including (i) Neil J. Hennessy, who is our Chief Executive Officer and Chairman of our Board of Directors as well as President, Chief Market Strategist, and a Portfolio Manager of the Hennessy Funds, (ii) Ryan Kelley, Chief Investment Officer and a Portfolio Manager of the Hennessy Funds, and (iii) Portfolio Managers Ben Cook, David Ellison, and Josh Wein, as well as the Portfolio Managers at our sub-advisors.

We maintain and regularly update a robust website and social media presence. Our core marketing efforts include targeted outreach to both current and prospective investors in the Hennessy Funds, including financial advisors and retail investors. Our content marketing includes overall market and sector-specific thought leadership, promotional investment ideas, fund updates, and commentary from our portfolio managers, as well as feature news articles and broadcast appearances. We attend select investment advisor trade shows and strategic industry-related conferences, and we seek opportunities to moderate or speak on industry-related panels.

- **Expanding our distribution network to additional distribution platforms**

Investors may purchase shares of the Hennessy Funds through financial institutions, including fund supermarkets, national wirehouses and broker-dealers, independent and regional broker-dealers, and registered investment advisors.

Fund supermarkets, such as Schwab, Fidelity, Ameriprise, and Pershing, generally offer funds of many different investment companies to investors in exchange for a services fee paid by the applicable fund or that fund's investment advisor. The ability to purchase various funds in a single location is very attractive to investors, and the majority of our assets under management as of the end of fiscal year 2025 was held at fund supermarkets. Additionally, we continually seek opportunities to form new relationships with financial institutions to make the Hennessy Funds even more accessible to investors. We oversee distribution of the Hennessy Funds through all financial institutions.

Investors may also purchase shares of the Hennessy Mutual Funds directly through the Hennessy Funds' website or by calling us or U.S. Bank Global Fund Services, the Hennessy Funds' administrator.

- **Increasing our current base of financial advisors and investment professionals**

Investment professionals generally have access to a wide variety of investment products they may recommend to their clients. A recommendation by an investment professional to a client to buy one of the Hennessy Funds may greatly influence that investor. Thus, we believe that expanding our current base of investment professionals who utilize no-load funds for their clients will help us increase our assets under management, which will in turn increase our revenues.

- **Securing participation on the platforms of national full-service firms**

We continually strive to develop relationships with national full-service firms that permit their investment professionals to offer no-load funds to their clients as a way to increase the amount of assets that we manage, which will in turn increase our revenues.

- **Pursuing strategic purchases of management agreements for additional funds**

A primary component of our growth strategy is to selectively pursue strategic purchases of the assets related to the management of additional funds. We believe the regulatory burden imposed upon the fund industry, along with increased competition, has compressed the margins of smaller to mid-sized fund managers, making those managers more receptive to an asset purchase. The long-term trend toward lower fees has made it more challenging to identify accretive asset purchases, but we believe that we are well positioned to move quickly once we identify any attractive purchase targets from the large supply of potential targets.

Through our asset purchase strategy, we have completed 12 purchases of the assets related to the management of investment funds over a nearly 25-year period, integrating $4.4 billion in net assets of 33 different investment funds into the Hennessy Funds family.

- **Delivering strong, high-quality financial results.**

We seek to maintain a strong financial position and to manage our investment advisory business to meet the highest regulatory, ethical, and business standards and to maintain continuity of service to all of the investors in the Hennessy Funds.

COMPETITION

The investment advisory industry is highly competitive, with new competitors continually entering the industry. We compete directly with numerous global and U.S. investment managers, commercial banks, savings and loans associations, brokerage and investment banking firms, broker-dealers, insurance companies, and other financial institutions that often provide investment products with similar features and objectives to those we offer. These institutions range from small boutique firms to large financial services complexes. We are considered a small investment advisory company. Many competing companies are part of larger financial services companies that conduct business in more markets and have greater marketing, financial, technical, research, and distribution resources and other capabilities than we do. Most of the larger firms offer a broader range of financial services to the same retail and institutional investors we seek to serve. These factors may place us at a competitive disadvantage, and we can give no assurance that our strategies and efforts to maintain and enhance our current investor relationships, as well as to create new ones, will be successful. To grow our business, we must be able to compete effectively for assets under management. Key competitive factors include:

- the investment performance of the Hennessy Funds;
- the breadth of our product offerings;
- industry rankings of the Hennessy Funds;
- the quality of our services;
- our ability to further develop and market our brand;
- our commitment to placing the interests of investors first; and
- our general business reputation.

Increased competition could reduce the demand for our products and services, which could have a material adverse effect on our business, results of operations, and financial condition.

Competition is an important risk that our business faces and should be considered along with other risk factors that we discuss in Item 1A, "Risk Factors."

REGULATORY ENVIRONMENT

We are subject to extensive and complex federal and state laws and regulations intended to protect investors in funds and investors of registered investment advisors. We believe we are in compliance in all material respects with all applicable laws and regulations.

We are registered as an investment advisor with the SEC and, therefore, must comply with the requirements of the Advisers Act and related SEC regulations. Such requirements relate to, among other things, fiduciary duties to investors, transactions with investors, compliance program effectiveness, solicitation arrangements, conflicts of interest, advertising, recordkeeping and reporting, disclosure, and anti-fraud matters.

We manage accounts for the Hennessy Funds on a discretionary basis, meaning that we have the authority to buy and sell securities for each portfolio, select broker-dealers to execute trades, and negotiate brokerage commission rates. In connection with certain of these transactions, we receive soft dollar credits from broker-dealers that have the effect of reducing certain of our expenses. All of our soft dollar arrangements are intended to be within the safe harbor provided by Section 28(e) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). If our ability to use soft dollars were reduced or eliminated as a result of the implementation of statutory amendments or new regulations, our operating expenses would increase.

The Hennessy Funds are registered with the SEC under the 1940 Act, which imposes additional obligations on both the Hennessy Funds and us, as the advisor to the Hennessy Funds, including detailed operational requirements. While we exercise broad discretion over the day-to-day management of the business, affairs, and investment portfolios of the Hennessy Funds, our operations are subject to oversight and management by the Funds’ Board of Trustees. The responsibilities of the Funds’ Board of Trustees include, among other things, annually approving the continuation of our investment advisory agreements and shareholder servicing agreement with the Hennessy Funds and our sub-advisory agreements with the sub-advisors to the Hennessy Funds, approving other service providers, determining the method of valuing assets, and monitoring transactions involving affiliates. The 1940 Act also imposes on us a fiduciary duty with respect to receiving investment advisory fees. That fiduciary duty may be enforced by the SEC, by administrative action, or through litigation initiated by investors in the Hennessy Funds pursuant to a private right of action.

The SEC is authorized to institute proceedings and impose sanctions for violations of the Advisers Act of 1940 and the 1940 Act, ranging from fines and censures to the suspension of individual employees to termination of our registration as an investment advisor. A violation of applicable law or regulations could also subject us, our directors, and our employees to civil actions brought by private parties. We believe we are in compliance in all material respects with all applicable SEC requirements.

EMPLOYEES

As of the end of fiscal year 2025, we had 18 employees, 17 of whom were full-time employees. Our 18 employees had an average tenure of 14 years as of the end of fiscal year 2025. We focus on providing our employees competitive compensation, a friendly and flexible office environment, and fostering close-knit working relationships among our team members. Over 50% of our employees are women, and with an executive team that is 50% women and 25% minority, we believe we have created an environment in which all team members can be successful and supported.

Our executive officers are (i) Neil J. Hennessy, Chief Executive Officer and Chairman of our Board of Directors, (ii) Teresa M. Nilsen, President, Chief Operating Officer, Secretary, and a member of our Board of Directors, (iii) Kathryn R. Fahy, Chief Financial Officer and Senior Vice President, and (iv) Daniel B. Steadman, Executive Vice President. In addition to our executive officers’ responsibilities at Hennessy Advisors, Inc., (a) Mr. Hennessy is President, Chief Market Strategist, and a Portfolio Manager of the Hennessy Funds and is a member of the Funds’ Board of Trustees, (b) Ms. Nilsen is an Executive Vice President and Treasurer of the Hennessy Funds, (c) Ms. Fahy is Senior Vice President, Assistant Treasurer, and Assistant Secretary of the Hennessy Funds, and (d) Mr. Steadman is an Executive Vice President and Secretary of the Hennessy Funds.

AVAILABLE INFORMATION

We make available free of charge through a link on our website, www.hennessyadvisors.com, our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and, if applicable, amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. We are not including the information contained on our website as part of, or incorporating it by reference into, this Annual Report on Form 10-K.

ITEM 1A. RISK FACTORS

We face many risks and uncertainties, many of which are inherent in the financial services industry and the investment advisory business. Investors should carefully consider the risks described below, together with all of the other information included in this Annual Report on Form 10-K, in evaluating us and our common stock. Our business, results of operations, financial condition, and stock price could be materially adversely affected by any of the risks we face, including those described below.

RISKS RELATING TO OUR ASSETS UNDER MANAGEMENT

Investors in the Hennessy Funds can redeem their investments at any time and for any reason, including poor investment performance and volatile equity markets. A decline in our assets under management adversely affects our revenues.

Investors in the Hennessy Funds may redeem their investments at any time and for any reason without prior notice. Success in the investment advisory and fund business is largely dependent on investment performance, as well as investor servicing and distribution. If the Hennessy Funds perform poorly compared to the investment products offered by other investment advisory firms, we may experience a decrease in purchases of shares and an increase in redemptions of shares of the Hennessy Funds. Further, sharp declines in the stock market have and may continue to cause increases in redemptions of shares of the Hennessy Funds. Such redemptions reduce our assets under management and adversely affect our revenues.

Adverse opinions of the Hennessy Funds by third parties, including rating agencies or industry analysts, could decrease new investments in, or accelerate redemptions from, the Hennessy Funds, which would adversely affect our revenues.

The Hennessy Funds are rated, ranked, and assessed by independent third parties, including rating agencies, industry analysts, distribution partners, and industry periodicals. These ratings, rankings, and assessments often influence the investment decisions of investors, but they can be affected by a number of factors that are not under our direct control and may change frequently. For example, a ranking agency like Morningstar may change its ranking designs and methodology, which could result in a decrease in the ratings of the Hennessy Funds without any action on our part. If the Hennessy Funds received an adverse rating, ranking, or assessment from a third party, it could result in an increase in the withdrawal of assets from the Hennessy Funds by existing investors and the inability to attract additional investments into the Hennessy Funds from existing and new investors, thereby reducing our assets under management and adversely affecting our revenues.

Volatility in and disruption of the capital markets and changes in the economy has and may continue to significantly affect our assets under management and revenues.

The securities markets are inherently volatile and may be affected by factors beyond our control, including global economic conditions, industry trends, interest and inflation rate fluctuations, political factors, the imposition of economic sanctions, trade policies and tariffs, public health crises, natural disasters, geopolitical instability and war, including the invasion by Russia into Ukraine and the conflict between Israel and Hamas, as well as actions taken by other countries in response to such conflicts, and other factors that are difficult to predict. Because our assets under management is largely concentrated in equity products, our results are particularly susceptible to downturns in the equity markets. We derive all of our operating revenues from investment advisory fees and shareholder service fees paid to us by the Hennessy Funds. These fees are calculated as a percentage of the average daily net asset value of the Hennessy Funds. Accordingly, our revenues increase or decrease as our average assets under management increases or decreases, which is affected by market appreciation or depreciation and purchases and redemptions of shares of the Hennessy Funds. Changing market conditions could also cause an impairment to the value of our management contract asset.

The failure or negative performance of products offered by competitors may have a negative impact on the Hennessy Funds within such similar product type, irrespective of our fund performance.

Many competitors offer similar products to the Hennessy Funds, and the failure or negative performance of competitors' products could lead to a loss of confidence in the corresponding products in the Hennessy Funds lineup, irrespective of the performance of the Hennessy Funds. Any loss of confidence in a product type could lead to redemptions in the Hennessy Fund within such product type, which could have a material adverse effect on our business, results of operations, and financial condition.

Our business and operations are subject to adverse effects from market reactions to the outbreak of contagious diseases.

The outbreak and spread of contagious diseases may adversely impact global commercial activity, contribute to significant volatility in global equity and debt markets, and disrupt supply chains, operations, and economic activity. Such outbreaks may adversely impact the value and performance of the Hennessy Funds, which may result in declines in our revenues and limit our ability to source and pursue potential acquisitions. Future outbreaks of contagious diseases could have adverse impacts on our business and financial performance.

RISKS RELATING TO OUR INDUSTRY

Investor behavior is influenced by short-term investment performance.

Investor behavior may be based on many factors, including short-term investment performance. Poor short-term performance of the Hennessy Funds, irrespective of longer-term success, could potentially lead to a decrease in purchases of shares of the Hennessy Funds and an increase in redemptions, thereby reducing our assets under management and adversely affecting our revenues.

Assets invested through financial institutions can be quickly redeemed, which could reduce our revenues.

Financial institutions are attractive to investors because of the ease of accessibility to a variety of funds, but this may cause the investments to be more sensitive to fluctuations in performance, especially in the short term. If we were unable to retain the assets of the Hennessy Funds held through financial institutions, our assets under management would be reduced. As a result, our revenues could decline and our business, results of operations, and financial condition could be materially adversely affected.

We face intense competition in attracting investors and retaining net assets in the Hennessy Funds.

The investment advisory industry is intensely competitive and new participants are continually entering the industry. We compete directly with numerous global and U.S. investment advisors, commercial banks, savings and loan associations, brokerage and investment banking firms, broker-dealers, insurance companies, and other financial institutions that often provide investment products with similar features and objectives to those we offer. These institutions range from small boutique firms to large financial services complexes. We are considered a small investment advisory company. Many competing companies are part of larger financial services companies that conduct business in more markets and have greater marketing, financial, technical, research, and distribution resources and other capabilities than we do. Most of the larger firms offer a broader range of financial services to the same retail and institutional investors that we seek to serve. If we are unable to attract investors and retain net assets in the Hennessy Funds due to increased competition, our revenues could decline and we could experience a material adverse effect on our business, results of operations, and financial condition.

For more information regarding competitive factors, see the "Competition" subheading in Item 1, "Business."

We may be unable to develop or acquire new products and the development of new products may expose us to reputational harm, additional costs, or operational risk.

Our continued financial performance may depend on our ability to react to changes in the asset management industry, respond to evolving investor demands and develop, market, and manage new investment products. Conversely, the development and introduction of new products requires continued innovative effort on our part and may require significant time and resources, as well as ongoing support and investment. Substantial risks and uncertainties are associated with the introduction of new products, including the implementation of new and appropriate operational controls and procedures, shifting investor and market preferences, the introduction of competing products, constraints on our ability to manage growth, and compliance with regulatory and disclosure requirements. A growing number of new products also depend on data provided by third parties as analytical inputs and are subject to additional risks, including with respect to data quality, cost, availability, and provider relationships. There can be no assurance that we will be able to develop or acquire new products that address the needs of investors on the timescale they require. Any failure to successfully develop or acquire new products, or effectively manage associated operational risks, could harm our reputation and expose us to additional costs, which may reduce our assets under management and adversely affect our revenues.

Market consolidation and industry trends could negatively impact our business.

In recent years, there have been several instances of industry consolidation in both the distribution and investment management areas. Further consolidation may occur in these areas in the future. The increasing size and market influence of certain distributors of our products and of certain direct competitors may have a negative impact on our ability to compete at the same levels of profitability in the future. Additionally, the market environment has increasingly led some investors to favor lower–fee, passive products. As a result, investment advisors that emphasize passive products have gained, and may continue to gain, market share from active managers like us.

Industry trends and market pressure to lower our investment advisory fees could reduce our profit margin.

Our profits are highly dependent on the fees we are able to charge to the Hennessy Funds for investment advisory services. To the extent we are forced to compete on the basis of the investment advisory fees we charge to the Hennessy Funds, we may not be able to maintain our current fee structures. We have historically competed primarily on the performance of the Hennessy Funds and not on the level of our investment advisory fees relative to those of our competitors, but there has been downward pressure on fees in the investment advisory industry for many years. To maintain our fee structures in a competitive environment, we must be able to provide investors in the Hennessy Funds with investment returns and service that will adequately compensate them for investing in our funds with our current fee structures. We may not succeed in maintaining our current fee structures, and fee reductions on existing or future business could have a material adverse effect on our results of operations.

Higher insurance premiums and increased insurance coverage risks could increase our costs and reduce our profitability.

We carry insurance in amounts and under terms that we believe are appropriate, but we cannot guarantee that our insurance policies will cover all liabilities and losses to which we may be exposed or, if covered, that such liabilities and losses will not exceed insurance coverage limits or that our insurers will remain solvent and meet their obligations. In addition, insurance premiums and required retentions have increased in the past and may do so again in the future.

We are subject to regulatory and governmental inquiries and civil litigation. An adverse outcome of any such proceeding could involve substantial financial penalties. Various claims may also arise against us in the ordinary course of business, such as employment-related claims. There has been increased incidence of litigation and regulatory investigations in the financial services industry in recent years, including customer claims and class action suits alleging substantial monetary damages. Certain insurance coverage may not be available or may be prohibitively expensive in future periods. As our insurance policies come up for renewal, we may need to assume higher deductibles or co-insurance liabilities, or pay higher premiums, which would increase our expenses and have a material adverse effect on our results of operations.

We are exposed to legal risk and litigation, which could increase our expenses and reduce our profitability.

We are subject to a number of sources of potential legal liability, including, by way of example, investors in the Hennessy Funds, our own shareholders, our employees, or regulators. Lawsuits or investigations that we may become involved in could be very expensive and highly damaging to our reputation, even if the underlying claims are without merit.

Our business is extensively regulated, which increases our costs of doing business, and our failure to comply with regulatory requirements may harm our financial condition.

Our business is subject to extensive regulation in the United States, particularly by the SEC. We are subject to regulation under the Securities Act of 1933, as amended, the Exchange Act, the 1940 Act, the Advisers Act, and various other statutes. The laws to which we are subject are designed primarily to protect investors in the Hennessy Funds as opposed to our shareholders. In addition to an increased number of applicable laws, the investment fund industry has undergone increased scrutiny by the SEC and state regulators in recent years, resulting in numerous enforcement actions and sweep examinations. Increased regulation has increased our costs in managing the Hennessy Funds, and we could continue to experience higher costs if new laws require us to spend more time, hire additional personnel, or buy new technology to comply effectively. Any change in law could also have a material adverse effect on us by limiting the sources of our revenues and increasing our costs. In addition to securities regulations, our business also may be materially adversely affected by other types of laws and policies.

Any determination of a failure to comply with applicable laws, rules, or regulations could expose us or our employees to civil liability, criminal liability, or disciplinary or enforcement action, with penalties that could include the disgorgement of fees, fines, sanctions, suspensions, or censure of individual employees, or revocation or limitation of business activities or registration, and may result in monetary losses that are not covered by insurance in adequate amounts or at all, any of which could have an adverse impact on our financial condition and results of operations. Further, if we or our employees were to fail to comply with applicable laws, rules, or regulations, or be named as a subject of an investigation or other regulatory action, the public announcement and potential publicity surrounding any such investigation or action could have an adverse effect on our reputation and our stock price and result in increased costs, even if we or our employees were found not to have violated such laws, rules, or regulations.

Changes to U.S. or state tax laws, our failure to adequately comply with U.S. or state tax laws, or the outcome of any audits or regulatory disputes with respect to our compliance with U.S. or state tax laws could adversely affect us.

Changes to U.S. or state tax law could be enacted in the future that could have a material adverse effect on our business, results of operations, and financial condition. Further, we are subject to potential tax audits in various jurisdictions and in such event, tax authorities may disagree with certain positions we have taken and assess penalties or additional taxes. While we assess regularly the likely outcomes of these potential audits, there can be no assurance that we will accurately predict the outcome of a potential audit, and an audit could have a material adverse impact on our business, results of operations, and financial condition.

Our investment advisory agreements require us to adhere to the investment policies and strategies of the Hennessy Funds; any failure to comply with such requirements could result in claims, losses, or regulatory sanctions.

Our investment advisory agreements with the Hennessy Funds contain contractual provisions that require us to comply with the investment policies and strategies of the Hennessy Funds when we provide our investment advisory services. We are also required to comply with numerous investment, asset valuation, distribution, and tax requirements under applicable law and regulations. Any allegation of a failure to adhere to these requirements could result in investor claims, reputational damage, withdrawal of assets, and potential regulatory sanctions, any of which could negatively impact our revenues and earnings. We have implemented procedures and utilize the services of experienced administrators, accountants, and lawyers to assist in satisfying these requirements, but there can be no assurance that these precautions will protect us from potential liabilities.

We may need to raise additional capital to fund new business initiatives, and resources may not be available to us in sufficient amounts or on acceptable terms, which could have an adverse impact on our business.

Our ability to meet our future cash needs is dependent upon our ability to generate cash. Although we have been successful in generating sufficient cash in the past, we may not be successful in the future. We may need to raise additional capital to fund new business initiatives or repay the 2026 Notes, and financing may not be available to us in sufficient amounts, on acceptable terms, or at all. Our ability to access bank financing or capital markets efficiently depends on a number of factors, including the state of credit and equity markets, interest rates, and credit spreads. If we are unable to access sufficient capital on acceptable terms, our business could be adversely impacted.

We may use artificial intelligence technologies in our business and operations, and challenges with effectively managing its use could harm our business and expose us to costly liability.

The use of artificial intelligence technologies by us and others may exacerbate or create new and unpredictable competitive, operational, legal, and regulatory risks to our business. There is substantial uncertainty about the extent to which artificial intelligence technologies will result in dramatic changes throughout the world, and we may not be able to anticipate, prevent, mitigate, or remediate all of the potential risks, challenges, or impacts of such changes. These changes could potentially disrupt, among other things, our business model and operational processes. Some of our competitors may incorporate artificial intelligence into their services or operational processes more quickly or more successfully than us, or more effectively use artificial intelligence to drive internal efficiencies or enhance services. If we are unable to adequately advance our capabilities in these areas, or do so at a slower pace than others in our industry, we may be at a competitive disadvantage.

We may incorporate the use of artificial intelligence technologies into our services and operational processes. There are significant risks involved in developing and deploying artificial intelligence technologies, and there can be no assurance that the use of artificial intelligence technologies will enhance our services or be beneficial to our business, including our efficiency or profitability. Data that artificial intelligence applications utilize are likely to contain a degree of inaccuracy and error, which could result in flawed algorithms. This could reduce the effectiveness of artificial intelligence technologies and adversely impact us and our operations to the extent we rely on the work product of such technology in our operations. There is also a risk that artificial intelligence tools or applications may be misused or misappropriated by our employees. For example, an employee may input confidential information, including material non-public information or personally identifiable information, into artificial intelligence technologies, resulting in such information becoming part of a dataset that is accessible by third-party artificial intelligence applications and users. Such actions could subject us to legal and regulatory investigations or actions. Further, we may not be able to control how third-party artificial intelligence technologies that we choose to use are developed or maintained, or how data we input is used or disclosed, even where we have sought contractual protections with respect to these matters. The misuse or misappropriation of our data could have an adverse impact on our reputation and could subject us to legal and regulatory investigations or actions. In addition, artificial intelligence technologies are continuously evolving, and we may incur costs to adopt and deploy artificial intelligence technologies that could become obsolete earlier than expected, and there can be no assurance that we will realize the desired or anticipated benefits from artificial intelligence technologies.

There is also uncertainty in the legal and regulatory landscape for artificial intelligence technologies and any laws, regulations, or industry standards adopted in response to the emergence of artificial intelligence technologies may be burdensome, could entail significant costs, and may restrict or impede our ability to successfully deploy artificial intelligence technologies efficiently and effectively.

Failure to establish adequate controls and risk management policies, as well as circumvention of established controls and policies by employees, could harm us by impairing our ability to attract and retain investors in the Hennessy Funds and by subjecting us to significant legal liability, regulatory scrutiny, and reputational harm.

Our reputation is critical to attracting and retaining investors in the Hennessy Funds. In recent years, there have been a number of highly publicized cases involving fraud, conflicts of interest, or other misconduct by individuals in the financial services industry. We have implemented controls and risk management policies to monitor and manage risks, but we cannot be certain that such controls and policies will successfully identify and manage internal and external risks. Further, although we strive to conduct our business in accordance with the highest ethical standards and emphasize the importance of doing so to our employees, there is a risk that our employees could engage in misconduct that adversely affects our business. For example, if an employee were to engage in, or be accused of engaging in, illegal or suspicious activity (such as improper trading, disclosure of confidential information, or breach of fiduciary duties), we could be subject to regulatory sanctions and suffer serious harm to our reputation, financial position, and ability to maintain and grow the number of investors in the Hennessy Funds.

The historical performance of the Hennessy Funds should not be considered indicative of the future results of the Hennessy Funds or of any returns expected on our common stock.

The historical performance of the Hennessy Funds is relevant to returns on our common stock only insofar as the fees we have earned in the past and may earn in the future, which are based on average assets under management, may impact the performance of our common stock. Positive performance of the Hennessy Funds typically increases our revenues, which in turn could positively affect our business, and poor performance typically reduces our revenues, which in turn could adversely affect our business. However, the historical and potential future returns of the Hennessy Funds are not directly linked to returns on our common stock, such that positive performance of the Hennessy Funds will not necessarily result in positive returns on our common stock and poor performance of the Hennessy Funds will not necessary result in negative returns on our common stock. Moreover, the historical performance of the Hennessy Funds should not be considered indicative of the future results that should be expected from such funds.

RISKS RELATING TO OUR BUSINESS MODEL AND OPERATIONS

We derive a substantial portion of our revenues from a limited number of the Hennessy Funds.

For the past several years, approximately 75% of our assets under management has been concentrated in five or six of our funds. During fiscal year 2025, our average assets under management was concentrated in the following five funds: (i) the Hennessy Cornerstone Mid Cap 30 Fund (34% of average assets under management); (ii) the Hennessy Focus Fund (13% of average assets under management); (iii) Hennessy Cornerstone Growth Fund (12% of average assets under management);

(iv) the Hennessy Gas Utility Fund (11% of average assets under management); and (v) the Hennessy Japan Fund (9% of average assets under management). Consequently, our revenues followed a similar pattern of concentration: (a) the Hennessy Cornerstone Mid Cap 30 Fund (33% of total revenue); (b) the Hennessy Focus Fund (16% of total revenue); (c) the Hennessy Cornerstone Growth Fund (12% of total revenue); (d) the Hennessy Japan Fund (10% of total revenue); and (e) the Hennessy Gas Utility Fund (7% of total revenue). As a result, our operating results are particularly dependent upon the performance of a small number of funds and our ability to maintain and grow assets under management in these funds. These funds have from time to time experienced significant redemptions and may do so again in the future. A significant increase in redemptions for any reason would reduce our assets under management and revenues.

We pursue strategic asset purchases as part of our regular business strategy, and such acquisitions involve inherent risks that could adversely affect our operating results and financial condition and potentially dilute the holdings of current shareholders.

As part of our regular business strategy, we pursue strategic purchases of the assets related to the management of additional funds. This strategy is accompanied by risks including, among others, the possibility of the following:

- the potential unavailability of attractive acquisition opportunities;
- a high level of competition from other companies that may have greater financial resources than we do;
- our inability to value potential asset purchases accurately and negotiate acceptable purchase terms;
- our inability to obtain quorum and secure enough affirmative votes to gain approval of the proposed fund reorganization from the target fund's investors;
- the loss of fund assets paid for in an asset purchase through redemptions by investors of the funds involved in the asset purchase;
- higher than anticipated asset purchase expenses;
- our inability to successfully integrate and maintain adequate infrastructure to support business growth;
- increasing our leverage;
- the potential diversion of our management's time and attention;
- dilution to our shareholders if we fund an asset purchase in whole or in part with our common stock; and
- adverse effects on our earnings if purchased intangible assets become impaired.

Changes in the distribution channels on which we depend could reduce our net revenues and hinder our growth.

Our primary source of distribution of the Hennessy Funds is through a variety of financial institutions. Our success is highly dependent on access to these various distribution channels. We cannot guarantee we will be able to retain access to these channels at similar pricing or at all. Increasing competition for these distribution channels could cause our distribution costs to rise, which could have a material adverse effect on our net income. These financial institutions generally can terminate their relationships with us on short notice. Mergers and other corporate transactions among distributors also may affect our relationships with financial institutions. Certain of the financial institutions upon whom we rely to distribute the Hennessy Funds also sell their own competing proprietary investment products, which could limit the distribution of our products. Investors increasingly rely on external consultants and other third parties for advice on the choice of investment manager. These consultants and third parties tend to exert a significant degree of influence over their clients' choices, and they may favor one of our competitors as better meeting their particular clients' needs. There is no assurance that the Hennessy Funds will be among their recommended choices in the future.

Additionally, particularly in the United States, certain financial institutions have substantially reduced the number of investment funds they make available to their clients. If a material portion of the financial institutions with whom we do business were to substantially narrow their product offerings, it could have a significant adverse effect on our assets under management, revenues, and net income. More broadly, in both retail and institutional channels, financial institutions (distribution firms and consultants) are seeking to reduce the number of investment management firms with which they do business. This poses risks of additional lost business if a particular financial institution chooses to stop or significantly reduce its business relationship with us. Any failure to maintain strong business relationships with these financial institutions and the consultant community due to any of the above-described factors would impair our ability to distribute the Hennessy Funds, which in turn would have a negative effect on our assets under management, revenues, and net income.

We depend on key personnel to manage our business, and the loss of any key person's services, combined with our inability to identify and retain a suitable replacement for such person, could materially adversely affect us. Additionally, the cost to retain our key personnel could put pressure on our operating margins.

Our success is largely dependent on the skills, experience, and performance of our key personnel. The business acumen, investment advisory expertise, and business relationships of our key personnel are critical elements in operating and expanding our business. Financial services professionals are in high demand, and we face significant competition for qualified employees. The loss of services of any of our key personnel for any reason, combined with our inability to identify and retain a suitable replacement for such person, could have a material adverse effect on our business, results of operations, and financial condition. Moreover, in order to retain key personnel, we may be required to increase compensation to such individuals, resulting in additional expense.

We utilize a unitary fee structure for the Hennessy Sustainable ETF, and we bear the risk that the Fund's operating expenses may increase and lead to a reduction in our revenues from the fund.

The Hennessy Sustainable ETF pays us a unitary fee under its investment advisory agreement with us. Under a unitary fee structure, we bear all operating expenses incurred in connection with providing services to the fund. The operating expenses covered by the unitary fee include third party data providers, transfer agency, custody, fund administration, legal, audit and other services. Additionally, for no compensation, we pay all other operating expenses of the fund, including sub-advisory fees, with the exception of the following: (i) the management fees paid to us; (ii) distribution fees and expenses paid by the fund under any distribution plan adopted pursuant to Rule 12b-1 under the Investment Company Act; (iii) interest expenses; (iv) brokerage expenses, trading expenses, and other expenses (such as stamp taxes) in connection with the execution of portfolio transactions or in connection with creation or redemption transactions; (v) compensation paid to the independent trustees of the fund and fees paid to independent trustees' counsel; (vi) tax expenses and governmental fees; and (vii) extraordinary expenses not incurred in the course of ordinary business (the "Excluded Fees"). The fund and its shareholders bear the costs of Excluded Fees. The unitary fee structure generally eliminates the possibility for any decrease in the total fund expense ratio during periods when assets under management increase, which could lead to increased profitability for us if we are able to achieve economies of scale. On the other hand, if the fund's operating expenses increase (other than Excluded Fees), this will lead to a reduction in our profitability from the fund.

We utilize unaffiliated sub-advisors to manage the portfolio composition of certain of the Hennessy Funds, and any matters that have an adverse impact on their businesses or any change in our relationships with our sub-advisors could lead to a reduction in assets under management, which would adversely affect our revenues.

We utilize unaffiliated sub-advisors to manage the portfolio composition of some of the Hennessy Funds. Although we perform due diligence on our sub-advisors, we do not manage their day-to-day business activities. Our financial condition and profitability may be adversely affected by situations that are specific to such sub-advisors, such as disruption of their operations, their exposure to disciplinary action, or reputational harm to them.

We periodically negotiate the terms and conditions of these sub-advisory relationships, and there can be no assurance that such terms will remain acceptable to us or our sub-advisors. These relationships may also be terminated by us or the applicable sub-advisor without penalty on 60 days' notice. In addition, each sub-advisory agreement must be renewed annually by the Funds' Board of Trustees (or by the vote of a majority of the outstanding shares of the applicable Hennessy Fund), including a majority of the disinterested trustees. Furthermore, a sub-advisory agreement automatically terminates if it is assigned. Assignment is generally defined under the 1940 Act and the Advisers Act to include direct assignments as well as assignments that are deemed to occur due to the change in control of the investment advisor, which includes us or one of the sub-advisors that we have engaged on behalf of certain of the Hennessy Funds. However, a transaction is not an assignment under the 1940 Act or the Advisers Act if it does not result in a change of actual control or management of us or, in the context of a sub-advisor, a change of actual control or management of the sub-advisor.

Generally, if a sub-advisor experiences a change of control but we do not, we could continue acting as an advisor to the applicable Hennessy Fund, but the shareholders of such Hennessy Fund would have to approve a new sub-advisory agreement for the sub-advisor. However, for the Hennessy Sustainable ETF, we have the authority to appoint and replace unaffiliated sub-advisors and to enter into and make material amendments to the related sub-advisory agreements without shareholder approval. This is because we sought and received an exemptive order from the SEC in 2023 to operate under a manager of managers structure and subsequently obtained shareholder approval to implement such structure for the Hennessy Sustainable ETF. Under the manager of managers structure, we have ultimate responsibility, subject to oversight of and approval by the Hennessy Funds' Board of Trustees, for overseeing the Hennessy Funds' unaffiliated sub-advisors and recommending their hiring, termination, or replacement. We have not yet received, and do not have an estimated timeline for receiving, shareholder approval to operate under a manager of managers structure for the Hennessy Mutual Funds that are sub-advised.

Any interruption or termination of our sub-advisory relationships, whether due to a change of control or any other circumstance, could affect our ability to market our sub-advised funds and result in a reduction in assets under management, which would adversely affect our revenues.

We rely on information technology and infrastructure. Any failures of, damage to, attack on or unauthorized access to our systems or facilities, or those of third parties with whom we conduct business, including as a result of cyber-attacks, could significantly limit our ability to conduct our operations effectively, increase our costs, and cause reputational damage.

We use software and related technologies throughout our business and also utilize third-party vendors who use software and related technologies to provide services to us and the Hennessy Funds. We are dependent on the effectiveness of our information and cybersecurity policies, procedures, and capabilities we maintain to protect our computer and telecommunications systems and the data that resides on or is transmitted through them, including data provided by third parties that is significant to our business. An information security incident, such as a cyber-attack involving a phishing scam, business email compromise, malware, or ransomware attack, or an internally caused incident or disruption, such as misuse or a failure to control access to sensitive systems, could materially interrupt our business operations or cause disclosure or modification of sensitive or confidential investor or competitive information. Moreover, our growing reliance on mobile and cloud technology and any failure by mobile technology and cloud service providers to adequately safeguard their systems and prevent cyber-attacks could disrupt our operations and result in misappropriation, corruption, or loss of personal, confidential, or proprietary information or third-party data. Additionally, although we take precautions to password protect and encrypt our laptops and other mobile electronic hardware, if such hardware is stolen, misplaced, or left unattended, it may become vulnerable to hacking or other unauthorized use, creating a possible security risk and resulting in potentially costly actions. Furthermore, there is a risk that encryption and other protective measures may be circumvented, particularly to the extent that new computing technologies increase the speed and computing power available.

The financial services industry has been the subject of cyber-attacks involving the dissemination, theft, and destruction of corporate information or other assets as a result of failure to follow procedures by employees or as a result of actions by third parties, including actions by terrorist organizations and nation state actors. Although we have implemented policies and controls to prevent and address potential data breaches, inadvertent disclosures, increasingly sophisticated cyber-attacks, and cyber-related fraud, there can be no assurance that any of these measures will prove effective. Because the techniques used to obtain unauthorized access, disable, or degrade service or sabotage systems change frequently and often are not recognized until launched against a target, we may be unable to anticipate these techniques, to implement adequate preventative measures, or to address them until they are discovered. In addition, a successful cyber-attack may persist for an extended period of time before being detected, and it may take a considerable amount of time for an investigation to be completed and the severity and potential impact to be known. While such an investigation is ongoing, we may not necessarily know the extent of the harm or how best to remediate it, certain errors or actions could be repeated or compounded before they are discovered and remediated, and communication to the public, regulators, shareholders, and investors in the Hennessy Funds may be inaccurate, any or all of which could further increase the costs and consequences of an information security incident.

If material information security incidents occur in the future, we could experience financial losses, business disruptions, liability to the Hennessy Funds and their investors, regulatory intervention, or reputational damage, any of which could be material and could materially adversely affect our business, results of operations, and financial condition. We also may be required to expend significant additional resources to strengthen our protective measures or to investigate and remediate vulnerabilities or other exposures. In addition, our cybersecurity insurance may not cover all losses and damages from such events and our ability to maintain or obtain sufficient insurance coverage in the future may be limited.

Finally, cybersecurity and data privacy are priorities for many regulators worldwide, and many jurisdictions have enacted laws and regulations in these areas. Compliance with evolving privacy laws and cybersecurity regulations has resulted, and may continue to result, in additional costs of compliance or potential litigation exposure. While we strive to comply with applicable laws and regulations, any failure to do so could result in regulatory investigations, penalties, or negative publicity, any of which could materially adversely affect our business, results of operations, and financial condition.

We may be required to forego all or a portion of our fees under our investment advisory agreements with the Hennessy Funds.

On an annual basis, the Funds' Board of Trustees must assess the reasonableness of our investment advisory fees. While the Funds' Board of Trustees has found our investment advisory fees to be reasonable in the past, we cannot guarantee that it will continue to do so. Additionally, we regularly analyze the expense ratios of the Hennessy Funds and have the right to waive fees to compete with other funds with lower expense ratios (although in the past we have only waived fees based on contractual obligations). Any waiver of or reduction in fees would cause our revenues to decline and could adversely affect our business, results of operations, and financial condition. Any fee waiver would apply only on a going-forward basis.

Our investment advisory and shareholder servicing agreements can be terminated on short notice, are not freely assignable, and must be renewed annually; the loss of such agreements would reduce our revenues.

We generate all of our operating revenues from the investment advisory and shareholder servicing agreements with the Hennessy Funds. These agreements may be terminated without penalty on 60 days' notice and may not be assigned without the consent of investors in the Hennessy Funds. In addition, they each must be renewed annually by the Funds' Board of Trustees (or, in the case of our investment advisory agreements, by the vote of a majority of the outstanding shares of the applicable Hennessy Fund), including a majority of the disinterested trustees. The termination or non-renewal of these agreements, or the renegotiation of the terms of these agreements in a manner detrimental to us, could result in a substantial reduction in revenues, which could have a material adverse effect on our business, results of operations, and financial condition.

The Hennessy Japan Fund and the Hennessy Japan Small Cap Fund invest in the Japanese stock market in yen, which involves foreign exchange and economic uncertainties.

The Hennessy Japan Fund and the Hennessy Japan Small Cap Fund are invested in securities listed on the Japanese stock market, which exposes these funds to risks that are not typically associated with an investment in a U.S. issuer. The values of these funds fluctuate with changes in the value of the Japanese yen versus the U.S. dollar. Investments in Japanese securities also expose these funds to the economic uncertainties affecting Japan, which may differ from those affecting the United States. Further, Japanese financial accounting standards and practices may differ, and there may be less information on Japanese companies available publicly. If these circumstances result in a reduction in the total assets of the Hennessy Japan Fund and the Hennessy Japan Small Cap Fund, our assets under management would be reduced, which would adversely affect our revenues.

We utilize quantitative investment strategies for some of the Hennessy Funds that require us to invest in specific portfolios of securities and hold these positions for a specified period of time regardless of performance.

Our formula-driven funds adhere to quantitative investment strategies, and the portfolios of stocks held by such funds are rescreened and rebalanced at designated times in accordance with such investment strategies. Adhering to our investment strategies regardless of any adverse developments that may arise could result in substantial losses to the formula-driven Hennessy Funds if, for example, the stocks selected for a fund are experiencing financial difficulty or are out of favor with investors in a given period. This could, in theory, result in relatively low performance of the formula-driven Hennessy Funds and adversely affect the net assets of such Hennessy Funds. A decrease in the net assets of the Hennessy Funds would adversely affect our revenues.

Management contracts purchased by us are currently classified as an indefinite-life asset subject to impairment analysis. The impairment analysis is based on subjective criteria, and an impairment loss could be recorded.

The management contracts we have purchased, an $82.6 million asset on the balance sheet as of the end of fiscal year 2025, are considered an intangible asset with an indefinite useful life. Management reviews the indefinite life classification of our management contract asset each reporting period. If the management contract asset is ever reclassified as an asset with a definite life, we would begin amortizing the management contracts over their remaining useful life. If the management contract asset continues to be classified as an indefinite-life asset, we will continue to periodically review the carrying value to determine if any impairment has occurred. The impairment analysis is based on anticipated future cash flows, which are calculated based on assets under management. Although the management contract asset is not currently impaired, there is always a possibility of impairment in the future, which could require us to write off all or a portion of the asset. A write-off, depending on the amount, could have operational risks and could have a significant impact on the value of our equity and our earnings per share.

We have debt and may incur additional debt, which may increase the risk of investing in us and may harm our financial condition and results of operations.

Borrowings, also known as leverage, magnify the potential for gain or loss on amounts invested and therefore increase the risks associated with investing in our securities.

On October 20, 2021, we completed a public offering of the 2026 Notes in the aggregate principal amount of $40.25 million, which included the full exercise of the underwriters' overallotment option. The 2026 Notes mature on December 31, 2026, and may be redeemed in whole or in part at any time or from time to time at our option on or after December 31, 2023. The 2026 Notes bear interest at 4.875% per annum, payable on the last day of each calendar quarter and at maturity, beginning December 31, 2021. The 2026 Notes are direct unsecured obligations, rank equally in right of payment with any of our future unsecured unsubordinated indebtedness, senior to any of our future indebtedness that expressly provides that it is subordinate to the 2026 Notes, effectively subordinate to all of our future secured indebtedness, and structurally subordinated to all future indebtedness and other obligations of any future subsidiaries of ours.

We may incur additional debt in the future. Our indebtedness could (i) decrease our ability to obtain additional financing for working capital, capital expenditures, general corporate or other purposes, (ii) limit our flexibility to make acquisitions, (iii) increase our cash requirements to support the payment of interest, (iv) limit our flexibility in planning for, or reacting to, changes in our business and our industry, and (v) increase our vulnerability to adverse changes in general economic and industry conditions. Our ability to make payments of principal and interest on our indebtedness depends upon our future performance, which is subject to general economic conditions and financial, business, and other factors affecting our operations, many of which are beyond our control.

While we seek to mitigate these risks through, among other things, due diligence and indemnification provisions, these or other risk-mitigating measures that we put in place may not be sufficient to address these risks. If one or more of these risks occur, we may be unable to successfully complete a purchase of management-related assets (thereby requiring us to write off any related expenses), we may experience an impairment of our management contract asset, we may receive negative publicity or suffer other negative impacts on our reputation, and we may not achieve the expected return on investment. Any of these results could have an adverse effect on our business, results of operations, and financial condition.

RISKS RELATING TO OUR COMMON STOCK

Ownership of a large percentage of our common stock is concentrated with a small number of shareholders, which could increase the volatility in our stock trading and significantly affect our share price and causes us to experience limited trading volume in our securities.

We have a limited number of shareholders, and a large percentage of our common stock is held by an even fewer number of shareholders. If our larger shareholders were to decide to liquidate their ownership positions, it could cause significant fluctuations in the share price of our common stock. Having a limited number of shareholders also causes us to experience limited trading volume in our securities.

We intend to pay regular dividends to our shareholders, but our ability to do so is subject to the discretion of our Board of Directors.

We have consistently paid dividends each year since 2005, but the declaration, amount, and payment of dividends to our shareholders by us are subject to the discretion of our Board of Directors. Our Board of Directors takes into account general economic and business conditions, our strategic plans, our financial results and condition, any contractual, legal, and regulatory restrictions on our payment of dividends, and such other factors as our Board of Directors deems relevant to determining whether to declare dividends and the amount of such dividends.

Certain provisions in our employment agreements and bonus agreements with key personnel could delay or discourage an acquisition of the Company.

Our employment agreements with key personnel provide for certain payments in the event of certain terminations of employment of such persons or changes of control of the Company The obligation of the Company to make such payments upon the occurrence of such events could significantly increase the cost of an acquisition of the Company and make potential acquirers hesitant to proceed.

ITEM 1C. CYBERSECURITY

We have policies and procedures for identifying, assessing, and managing material risks associated with cybersecurity threats. We seek to address cybersecurity risks through a comprehensive approach focused on preserving the confidentiality, security, and availability of the information that we collect and store by identifying, preventing, and mitigating cybersecurity threats and effectively responding to cybersecurity incidents when they occur. We implement and maintain technical and physical safeguards and other organizational measures, including, for example, the use of antivirus software, intrusion prevention and detection systems, virtual private networks, firewalls, email security, link protection, the regular deployment of updates and patches as they become available, a general policy against providing access to our network to any third party (with the exception of our third-party information technology vendor), the use of a third-party service to conduct mandatory online training for all employees regarding identifying and mitigating cybersecurity risks, regular phishing testing, regular reviews of access to systems and networks, and routine monitoring of compliance with our written information security plan. We also maintain cybersecurity insurance that provides for certain protection against potential losses arising from a cybersecurity incident.

We have an Information Technology committee that meets at least quarterly and includes members of our management team and compliance team. The members of the Information Technology committee have gained cybersecurity experience through years of training, internal and external discussions, and the development, implementation, and periodic evaluation of our cybersecurity policies.

We have not experienced a material cybersecurity incident, any expenses we have incurred from cybersecurity breaches have been immaterial, and we are not aware of any cybersecurity incidents that are reasonably likely to materially affect our business. Our business strategy, results of operations and financial condition have not been materially affected by risks from cybersecurity threats, including as a result of previously identified cybersecurity incidents. However, future incidents could have a material and adverse impact on our business strategy, results of operations, or financial condition. For additional discussion of the risks posed by cybersecurity threats, see Item 1A, “Risk Factors.”

Our Board of Directors oversees cybersecurity risk management as part of its general oversight function. The Company’s management team provides updates to the Board of Directors regarding cybersecurity as appropriate.

ITEM 2. PROPERTIES.

Our principal executive office is located at 7250 Redwood Boulevard, Suite 200, Novato, California 94945, where we occupy approximately 14,000 square feet and have the right to use all common areas. We also lease office space in Austin, Texas, Dallas, Texas, Boston, Massachusetts, and Chapel Hill, North Carolina. We consider these arrangements to be suitable and adequate for the management and operations of our business. We do not own any real property.

ITEM 3. LEGAL PROCEEDINGS.

None.

ITEM 4. MINE SAFETY DISCLOSURES.

Not applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT’S COMMON EQUITY, RELATED STOCKHOLDER MATTERS, AND ISSUER PURCHASES OF EQUITY SECURITIES

Our common stock trades on The Nasdaq Global Market under the stock symbol “HNNA.”

We have paid regular cash dividends to our shareholders and intend to continue to do so, although the declaration of a dividend is always subject to the discretion of our Board of Directors.

As of the end of fiscal year 2025, we had 116 holders of record of our common stock. In addition, there were 48 brokerage firm accounts that represent 2,034 additional individual shareholders for a total of 2,150 shareholders.

The equity compensation plan information required by Item 201(d) of Regulation S-K is set forth in the “Equity Compensation Plan Information” subheading under Item 12, “Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.”

PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS

During fiscal year 2025, we repurchased shares underlying vested restricted stock units ("RSUs") from employees to satisfy tax withholding obligations arising in connection with the vesting of RSUs. The stock repurchases are presented in the following table for the three months ended September 30, 2025:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs (1)
July 1-31, 2025	-	$ -	-	1,096,368
August 1-31, 2025	-	-	-	1,096,368
September 1-30, 2025 (2)	41,442	11.08	-	1,096,368
Total	41,442	$ 11.08	-	1,096,368

(1) We are authorized to purchase a maximum of 2,000,000 shares under our stock buyback program. We announced the stock buyback program in August 2010, and the program has no expiration date. In August 2022, the Board of Directors increased the number of shares that may be repurchased under the stock buyback program by 500,000 shares, to a total of 2,000,000 shares. A total of 1,096,368 shares remain available for repurchase under the stock buyback program. We did not repurchase any shares pursuant to the stock buyback program during the three months ended September 30, 2025.

(2) The shares that we repurchased in September 2025 are not subject to a maximum per plan or program because we did not repurchase them pursuant to a plan or program.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

FORWARD-LOOKING STATEMENTS

This report contains "forward-looking statements" within the meaning of the securities laws, for which we claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995. In some cases, forward-looking statements can be identified by terminology such as "expect," "anticipate," "intend," "may," "plan," "will," "should," "could," "would," "assume," "believe," "estimate," "predict," "potential," "project," "continue," "seek," and similar expressions, as well as statements in the future tense. We have based these forward-looking statements on our current expectations and projections about future events, based on information currently available to us. Forward-looking statements should not be read as a guarantee of future performance or results, and will not necessarily be accurate indications of the times at which, or means by which, such performance or results will be achieved.

Forward-looking statements are subject to risks, uncertainties, and assumptions, including those described in the section titled "Risk Factors" and elsewhere in this Annual Report on Form 10-K. Unforeseen developments could cause actual performance or results to differ substantially from those expressed in or suggested by the forward-looking statements. Management does not assume responsibility for the accuracy or completeness of these forward-looking statements. There is no regulation requiring an update of any of the forward-looking statements after the date of this report to conform these statements to actual results or to changes in our expectations.

Our business activities are affected by many factors, including, without limitation, redemptions by investors in the Hennessy Funds, taxes, general economic and business conditions, interest rate movements, inflation, the personal savings rate, competitive conditions, industry regulation, and fluctuations in the stock market, many of which are beyond the control of our management. Further, the business and regulatory environments in which we operate remain complex, uncertain, and subject to change. We expect that regulatory requirements and developments will cause us to incur additional administrative and compliance costs. Notwithstanding the variability in our economic and regulatory environments, we remain focused on the investment performance of the Hennessy Funds and on providing high-quality customer service to investors.

Our business strategy centers on (i) the identification, completion, and integration of future acquisitions and (ii) organic growth, through both the retention of the fund assets we currently manage and the generation of inflows into the funds we manage. The success of our business strategy may be influenced by the factors discussed in Item 1A, "Risk Factors." All statements regarding our business strategy, as well as statements regarding market trends and risks and assumptions about changes in the marketplace, are forward-looking by their nature.

OVERVIEW

Our primary business activity is providing investment advisory services to a family of 16 open-end mutual funds and one ETF branded as the Hennessy Funds. We manage 12 of the 17 Hennessy Funds internally. For the remaining five funds, we have delegated the day-to-day portfolio management responsibilities to sub-advisors, subject to our oversight. We oversee the selection and continued employment of each sub-advisor, review each fund's investment performance, and monitor each sub-advisor's adherence to each applicable fund's investment objectives, policies, and restrictions. In addition, we conduct ongoing reviews of the compliance programs of sub-advisors and make onsite visits to sub-advisors, as feasible. Our secondary business activity is providing shareholder services to investors in the Hennessy Mutual Funds.

We derive our operating revenues from investment advisory fees paid to us by the Hennessy Funds and shareholder service fees paid to us by the Hennessy Mutual Funds. These fees are calculated as a percentage of the average daily net assets of each Hennessy Fund. The percentage amount of the investment advisory fees varies by fund. The percentage amount of the shareholder service fees is consistent across all Hennessy Mutual Funds, but shareholder service fees are charged on Investor Class shares only. The dollar amount of the fees we receive fluctuates with changes in the average net asset value of each Hennessy Fund, which is affected by each fund's investment performance, purchases and redemptions of shares, general market conditions, and the success of our marketing, sales, and public relations efforts.

U.S. equities had strong, positive performance for the one-year period ended September 30, 2025, with the S&P 500® Index returning 17.60% and the Dow Jones Industrial Average returning 11.50% for the period (on a total return basis). Equity prices advanced in anticipation of the Federal Reserve lowering its benchmark interest rate in September. Further, the markets, according to Bloomberg, are pricing in roughly two rate cuts in 2025 and four rate cuts by the end of 2026. While inflation remains above the Federal Reserve's 2% target, the market seems to be comfortable with underlying economic fundamentals. Based on expected third quarter earnings for companies in the S&P 500, the market is projecting, according to FactSet Earnings Insight, strong revenue growth and even stronger earnings growth for S&P 500 companies. The prospect of strong margins, driven by pricing power and expense controls, has likely provided relief to market participants that are concerned over the prospect of slowing economic growth.

Yields on long-term U.S. bonds increased during the one-year period ended September 30, 2025, as inflation continues to hover above the Federal Reserve's target inflation rate of 2%. Despite this, investors appear to have started to increasingly focus on softer economic and employment data to support the belief that the Federal Reserve will continue to be more accommodative over the next year. The August employment report indicated that the unemployment rate climbed to 4.3%, which is near a four-year high. ADP Research estimated a loss of 32,000 private sector jobs last month and Carlyle Group's "shadow" labor report shows similar weakness in employment trends. While expected real GDP growth for 2025 was recently revised up to 1.8%, according to Bloomberg, it is nonetheless well off the nearly 3% year-over-year growth seen in 2023 and 2024.

The Japanese equity market increased 17.73% (in U.S. dollar terms) for the one-year period ended September 30, 2025, as measured by the Tokyo Stock Price Index (TOPIX). Strong performance has largely been the result of a weaker yen enhancing the competitiveness of Japan's exports abroad. Foreign capital inflows, buoyed by an increased emphasis on shareholder friendly corporate governance efforts have helped as well. Reforms aimed at improving capital efficiency among corporations have raised investor expectations of increased public company returns.

Against this positive equity performance backdrop, all 17 Hennessy Funds posted positive returns for the one-year and three-year periods ended September 30, 2025. The longer-term performance numbers remain strong, with all 16 Hennessy Funds with at least 10 years of operating history posting positive returns for both the 5-year and 10-year periods ended September 30, 2025.

As always, we are committed to providing superior service to investors and employing a consistent and disciplined approach to investing based on a buy-and-hold philosophy that rejects the idea of market timing. Our goal is to provide products that investors can have confidence in, knowing their money is invested as promised and with their best interests in mind. Accordingly, we continually seek new and improved ways to support investors in the Hennessy Funds, including by providing market insights, sector highlights, and other resources to help them manage their fund investments with confidence. We operate a robust and leading-edge marketing automation and customer relationship management (CRM) system, with a database of over 100,000 financial advisors in addition to retail investors. We utilize this technology both to help retain assets and drive new purchases into the Hennessy Funds. We employ a comprehensive marketing and sales program consisting of content, digital, social media, and traditional marketing initiatives and proactive meetings. In addition, our consistent annual public relations campaign has resulted in the Hennessy brand name appearing on TV, radio, print, or online media on average once every two to three days.

We provide service to over 183,000 fund accounts nationwide, including accounts held by investors who employ financial advisors to assist them with investing as well as accounts held by retail investors who invest directly with us. We serve approximately 11,100 financial advisors who utilize the Hennessy Funds on behalf of their clients, including nearly 1,500 who purchased one of our Funds for the first time during fiscal year 2025. Approximately 17% of such advisors own two or more Hennessy Funds, and over 700 advisors hold a position of over $500,000. While numbers have declined in recent years, we continue to focus significant efforts on financial advisors who own two or more Hennessy Funds or hold a position of over $500,000 in an effort to build and maintain brand loyalty among our top tier of advisors.

Total assets under management as of the end of fiscal year 2025 was $4.2 billion, a decrease of $0.40 billion, or 8.6%, compared to the end of fiscal year 2024. The decrease in total assets was attributable to net outflows from the Hennessy Funds, and was partly offset by market appreciation.

The following table illustrates the year-by-year changes in our assets under management over the past three fiscal years:

	Fiscal Years Ended September 30,		
	2025	2024	2023
		(In thousands)	
Beginning assets under management	$ 4,642,363	$ 3,032,042	$ 2,895,717
Acquisition inflows	-	71,656	43,088
Organic inflows	1,356,091	1,554,303	598,119
Redemptions	(1,991,232)	(1,005,191)	(915,397)
Market appreciation	237,546	989,553	410,515
Ending assets under management	$ 4,244,768	$ 4,642,363	$ 3,032,042

As stated above, the fees we receive for providing investment advisory and shareholder services are based on average assets under management. The following table shows average assets under management by share class over the past three fiscal years:

	Fiscal Years Ended September 30,		
	2025	2024	2023
		(In thousands)	
Hennessy Mutual Funds			
Investor Class	$ 2,364,830	$ 2,121,824	$ 1,930,294
Institutional Class	2,021,341	1,475,335	1,027,166
Hennessy Sustainable ETF	96,043	89,784	34,230
Average assets under management	$ 4,482,214	$ 3,686,943	$ 2,991,690

The principal asset on our balance sheet, the management contract asset, represents the capitalized costs incurred in connection with the purchase of assets related to the management of investment funds. As of the end of fiscal year 2025, this asset had a net balance of $82.6 million, an increase of $0.3 million since the end of fiscal year 2024. This increase is related to the costs associated with the definitive agreement signed with STF Management, LP in March 2025.

On October 20, 2021, we completed a public offering of the 2026 Notes in the aggregate principal amount of $40.25 million, which included the full exercise of the underwriters' overallotment option. The 2026 Notes mature on December 31, 2026, and may be redeemed in whole or in part at any time or from time to time at our option on or after December 31, 2023. The 2026 Notes bear interest at 4.875% per annum, payable on the last day of each calendar quarter and at maturity, beginning December 31, 2021. The 2026 Notes are direct unsecured obligations, rank equally in right of payment with any of our future unsecured unsubordinated indebtedness, senior to any of our future indebtedness that expressly provides that it is subordinate to the 2026 Notes, effectively subordinate to all of our future secured indebtedness, and structurally subordinate to all future indebtedness and other obligations of any future subsidiaries of ours. The 2026 Notes are the principal liability on our balance sheet at $39.8 million, net of issuance costs.

LIQUIDITY AND CAPITAL RESOURCES

We continually review our capital requirements to ensure that we have funding available to support our business model. Management anticipates that cash and other liquid assets on hand as of the end of fiscal year 2025 will be sufficient to meet our capital requirements for one year from the issuance date of this report, as well as our longer term capital requirements for periods beyond one year from the issuance date of this report. To the extent that liquid resources and cash provided by operations are not adequate to meet long-term capital requirements, management plans to raise additional capital by either, or both, seeking bank financing or accessing the capital markets. There can be no assurance that we will be able to raise additional capital.

As discussed above, on October 20, 2021, we completed a public offering of our 2026 Notes in the aggregate principal amount of $40.25 million, which included the full exercise of the underwriters' overallotment option. The 2026 Notes mature on December 31, 2026, and may be redeemed in whole or in part at any time or from time to time at our option on or after December 31, 2023.

Our total assets under management as of the end of fiscal year 2025 was $4.2 billion, a decrease of $0.40 billion, or 8.6%, compared to the end of fiscal year 2024. The primary sources of our revenues, liquidity, and cash flow are our investment advisory fees and shareholder service fees, which are based on, and generated by, our average assets under management. Our average assets under management for fiscal year 2025 was $4.5 billion. As of the end of fiscal year 2025, we had cash and cash equivalents of $72.4 million.

The following table summarizes key financial data relating to our liquidity and use of cash:

	Fiscal Years Ended September 30,	
	2025	2024
	(In thousands)	
Net cash provided by operating activities	$ 13,792	$ 9,277
Net cash used in investing activities	(627)	(1,303)
Net cash used in financing activities	(4,656)	(4,528)
Net increase in cash and cash equivalents	$ 8,509	$ 3,446

The increase in cash provided by operating activities of $4.6 million was mainly due to increased net income in the current period.

The decrease in cash used in investing activities of $0.6 million was due to costs related to the purchase of the CCM Funds in the prior year being greater than costs associated with the definitive agreement signed with STF Management, LP in the current year.

The increase in cash used in financing activities of $0.1 million was due to repurchases of shares underlying RSUs from employees to satisfy tax withholding obligations arising in connection with the vesting of RSUs in the current period.

Dividend Payments. We have consistently paid dividends each year since 2005. Our quarterly dividend rate per share remained constant during fiscal years 2025 and 2024, and our dividend payments totaled $4.3 million and $4.2 million in fiscal years 2025 and 2024, respectively.

2026 Notes. On October 20, 2021, we completed a public offering of our 2026 Notes in the aggregate principal amount of $40.25 million, which included the full exercise of the underwriters' overallotment option. The 2026 Notes bear interest at 4.875% per annum, payable on the last day of each calendar quarter and at maturity, beginning December 31, 2021. The 2026 Notes mature on December 31, 2026.

RESULTS OF OPERATIONS

The following table sets forth items in the statements of income as dollar amounts and as percentages of total revenue:

	Fiscal Years Ended September 30,			
	2025		2024	
	Amounts	Percent of Total Revenue	Amounts	Percent of Total Revenue
	(In thousands, except percentages)			
Revenue				
Investment advisory fees	$ 33,174	93.3%	$ 27,524	92.8%
Shareholder service fees	2,364	6.7	2,122	7.2
Total revenue	35,538	100.0	29,646	100.0
Operating expenses				
Compensation and benefits	10,625	29.9	9,064	30.5
General and administrative	6,301	17.7	6,484	21.9
Fund distribution and other	1,030	2.9	818	2.8
Sub-advisory fees	4,147	11.7	4,169	14.1
Depreciation	290	0.8	244	0.8
Total operating expenses	22,393	63.0	20,779	70.1
Net operating income	13,145	37.0	8,867	29.9
Interest income	(2,768)	(7.8)	(3,112)	(10.5)
Interest expense	2,293	6.5	2,275	7.7
Income before income tax expense	13,620	38.3	9,704	32.7
Income tax expense	3,660	10.3	2,607	8.8
Net income	$ 9,960	28.0%	$ 7,097	23.9%

Revenue – Investment Advisory Fees and Shareholder Service Fees

Total revenue comprises investment advisory fees and shareholder service fees. Comparing fiscal year 2025 to fiscal year 2024, total revenue increased by 19.9%, from $29.6 million to $35.5 million, investment advisory fees increased by 20.5%, from $27.5 million to $33.2 million, and shareholder service fees increased by 11.4%, from $2.1 million to $2.4 million.

The increase in investment advisory fees was due mainly to increased average daily net assets of the Hennessy Funds. The increase in shareholder service fees was due to an increase in the average daily net assets held in Investor Class shares of the Hennessy Mutual Funds. Assets held in Investor Class shares of the Hennessy Mutual Funds are subject to a shareholder service fee, whereas assets held in Institutional Class shares of the Hennessy Mutual Funds are not subject to a shareholder service fee.

We collect investment advisory fees from each Hennessy Fund at differing annual rates. These annual rates range between 0.40% and 1.25% of average daily net assets. Average daily net assets of the Hennessy Funds for fiscal year 2025 was $4.5 billion, which represents an increase of $0.8 billion, or 21.6%, compared to fiscal year 2024. The Hennessy Fund with the largest average daily net assets for fiscal year 2025 was the Hennessy Cornerstone Mid Cap 30 Fund, with $1.5 billion. We collect an investment advisory fee from the Hennessy Cornerstone Mid Cap 30 Fund at an annual rate of 0.74% of average daily net assets. The Hennessy Fund with the second largest average daily net assets for fiscal year 2025 was the Hennessy Focus Fund, with $573 million. We collect an investment advisory fee from the Hennessy Focus Fund at an annual rate of 0.90% of average daily net assets. However, we pay a sub-advisory fee at an annual rate of 0.29% to the fund’s sub-advisor, which reduces the net operating profit contribution of the fund to our financial operations.

Total assets under management as of the end of fiscal year 2025 was $4.2 billion, a decrease of $0.40 billion, or 8.6%, compared to the end of fiscal year 2024. The decrease in total assets was attributable to net outflows from the Hennessy Funds, partly offset by market appreciation.

The only Hennessy Fund with net inflows was as follows:

Fiscal Year Ended September 30, 2025		
Fund Name	Amount	
Hennessy Midstream Fund	$	3 million

The Hennessy Funds with the three largest amounts of net outflows were as follows:

Fiscal Year Ended September 30, 2025		
Fund Name	Amount	
Hennessy Focus Fund	$	(210) million
Hennessy Mid Cap 30 Fund	$	(202) million
Hennessy Cornerstone Growth Fund	$	(44) million

Redemptions as a percentage of assets under management increased from an average of 2.3% per month during fiscal year 2024 to an average of 3.6% per month during fiscal year 2025.

Operating Expenses

Comparing fiscal year 2024 to fiscal year 2025, total operating expenses increased by 7.8%, from $20.8 million to $22.4 million. As a percentage of total revenue, total operating expenses decreased 7.1 percentage points to 63.0%. The increase in dollar value of operating expenses was primarily due to increases in compensation and benefits and fund distribution and other expenses.

Compensation and Benefits Expense: Comparing fiscal year 2024 to fiscal year 2025, compensation and benefits expense increased by 17.2%, from $9.1 million to $10.6 million. As a percentage of total revenue, compensation and benefits expense decreased 0.6 percentage points to 29.9%. The increase in dollar value of compensation and benefits expense was due primarily to an increase in incentive-based compensation during fiscal year 2025.

General and Administrative Expense: Comparing fiscal year 2024 to fiscal year 2025, general and administrative expense decreased by 2.8% from $6.5 million to $6.3 million. As a percentage of total revenue, general and administrative expense decreased 4.2 percentage points to 17.7%. The decrease in general and administrative expense was primarily due to a decrease in professional services expense in the current period.

Fund Distribution and Other Expense: Fund distribution and other expense consists primarily of financial institution fees incurred by us for distribution of the Hennessy Funds and also for the operations of the Hennessy Sustainable ETF. Fund distribution and other expense does not include sub-advisory fees, which are shown separately.

The distribution component of fund distribution and other expense consists of fees paid to various financial institutions that offer the Hennessy Funds as potential investments to their clients. When the Hennessy Funds are purchased through one of these financial institutions, the institution typically charges an asset-based fee, which is recorded as a fund distribution expense on our statement of operations to the extent paid by us. The Hennessy Mutual Funds, but not the Hennessy Sustainable ETF, may be purchased directly and when purchased directly, we do not incur any such expense. These fees generally increase or decrease in line with the net assets of the Hennessy Funds held through these financial institutions, which are affected by inflows, outflows, and fund performance. In addition, some financial institutions charge a minimum fee if the average daily net assets of a Hennessy Fund held by such an institution are less than a threshold amount. In such cases, we pay the minimum fee.

The distribution component of fund distribution and other expenses is affected by many factors, including the following:

- average daily net assets held by financial institutions;
- the split of average daily net assets held by financial institutions in Institutional Class shares of the Hennessy Mutual Funds versus Investor Class shares of the Hennessy Mutual Funds; and
- fee minimums at various financial institutions.

The other component of fund distribution and other expense consists of fees incurred by us for the operations of the Hennessy Sustainable ETF. We receive a unitary investment advisory fee from the Hennessy Sustainable ETF and then pay all of its operating expenses (with limited exceptions), including fund administration, fund accounting, transfer agency, custody, licensing, audit, and tax services.

Comparing fiscal year 2024 to fiscal year 2025, fund distribution and other expense increased by 25.9%, from $0.8 million to $1.0 million. As a percentage of total revenue, fund distribution and other expense increased 0.1 percentage points to 2.9%. The increase of fund distribution and other expense was due to increased average daily net assets of the Hennessy Mutual Funds, which in turn increases the fees we pay to financial institutions.

<u>Sub-Advisory Fees Expense</u>: Comparing fiscal year 2024 to fiscal year 2025, sub-advisory fees expense decreased by 0.5%, from $4.2 million to $4.1 million. As a percentage of total revenue, sub-advisory fees expense decreased 2.4 percentage points to 11.7%. The decrease in sub-advisory fees expense was due to a decrease in average daily net assets of the sub-advised Hennessy Funds.

<u>Depreciation Expense</u>: Comparing fiscal year 2024 to fiscal year 2025, depreciation expense increased by 18.9% from $0.2 million to $0.3 million. As a percentage of total revenue, depreciation expense remained the same at 0.8% in both periods. The dollar value increase in depreciation expense was due to additional fixed asset purchases.

Interest Income

Comparing fiscal year 2024 to fiscal year 2025, interest income decreased from $3.1 million to $2.8 million. The decrease was due to decreased interest rates, partly offset by increased principal balances.

Interest Expense

Comparing fiscal year 2024 to fiscal year 2025, interest expense increased by 0.8% from $2.28 million to $2.29 million. The increase in interest expense was due to the manner in which interest expense is calculated in accordance with accounting principles generally accepted in the United States. The issuance costs related to the 2026 Notes that have been capitalized are amortized over time and therefore increase the carrying amount of the 2026 Notes. As the carrying amount of the 2026 Notes increases, the interest expense on the 2026 Notes for financial statement purposes also increases.

Income Tax Expense

Comparing fiscal year 2024 to fiscal year 2025, income tax expense increased by 40.4%, from $2.6 million to $3.7 million. The increase in income tax expense was due to higher net operating income in the current period.

Net Income

Comparing fiscal year 2024 to fiscal year 2025, net income increased by 40.3%, from $7.1 million to $10.0 million. The increase in net income was primarily due to increased average assets under management in the current period, which resulted in higher revenue and net operating income.

CRITICAL ACCOUNTING ESTIMATES AND POLICIES

Our financial statements and accompanying notes are prepared in accordance with accounting principles generally accepted in the United States, which require the use of estimates, judgments, and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the periods presented. These accounting policies, methods, and estimates are an integral part of the financial statements prepared by management and are based upon management's current judgments. Those judgments are normally based on knowledge and experience with regard to past and current events and assumptions about future events. Certain accounting policies, methods, and estimates are particularly sensitive because of their significance to the financial statements and because future events affecting them may differ markedly from management's current judgment. Described below are the accounting policies that we believe are most critical to understanding our results of operations and financial position.

Our operating revenues consist of contractual investment advisory and shareholder service fees. We earn our investment advisory fees through portfolio management of the Hennessy Funds, and we earn our shareholder service fees by assisting investors in the Hennessy Mutual Funds. These fee revenues are earned and calculated daily by the Hennessy Funds' accountants. In accordance with Financial Accounting Standards Board ("FASB") guidance on revenue recognition, we recognize fee revenues monthly. Our contractual agreements provide persuasive evidence that an arrangement exists with fixed and determinable fees, and the services are rendered daily. The collectability is probable as the fees are received from the Hennessy Funds in the month subsequent to the month in which the services are provided.

The management contracts we have purchased are considered intangible assets with an indefinite life and we account for them in accordance with Accounting Standards Codification 350: Intangibles – Goodwill and Other ("ASC 350"). Pursuant to ASC 350, an entity first assesses qualitative factors to determine whether it is more likely than not that an indefinite-lived intangible asset is impaired as a basis for determining whether it is necessary to perform a quantitative impairment test. The more-likely-than-not threshold is defined as having a likelihood of more than 50 percent. If an entity determines that it is more likely than not that an indefinite-lived intangible asset is impaired, then it must conduct an impairment analysis. We were able to forego the quantitative analysis for fiscal year 2025 as the more-likely-than-not threshold was not met as of the end of fiscal year 2025.

The costs related to our purchase of assets related to the management of investment funds are capitalized as incurred. The costs are defined as an intangible asset per the FASB standard "Intangibles – Goodwill and Other." The acquisition costs include legal fees, fees for soliciting shareholder approval, and a percent of asset costs to purchase the management contracts. The amounts are included in the management contract asset, totaling $82.6 million as of the end of fiscal year 2025.

RECENTLY ISSUED AND ADOPTED ACCOUNTING STANDARDS

We reviewed accounting pronouncements issued between December 11, 2024, the filing date of our most recent previously filed Annual Report on Form 10-K, and December 3, 2025, the filing date of this Annual Report on Form 10-K, and are currently in the process of evaluating the impact of adoption on our financial position, results of operations, and disclosures.

See Note 1(k) of the Notes to Financial Statements for a discussion of recently issued and adopted accounting standards.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Index to Financial Statements:

Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors of
Hennessy Advisors, Inc.

Opinion on the Financial Statements

We have audited the accompanying balance sheet of Hennessy Advisors, Inc. (the “Company”) as of September 30, 2025, the related statements of income, changes in stockholders’ equity and cash flows for the year ended September 30, 2025, and the related notes (collectively referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of September 30, 2025, and the results of its operations and its cash flows for the year ended September 30, 2025, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audit we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audit included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audit provides a reasonable basis for our opinion.

Prior Period Financial Statements

The financial statements of the Company as of and for the year ended September 30, 2024, were audited by Marcum LLP, whose report dated December 11, 2024, expressed an unmodified opinion on those statements.

Critical Audit Matters

The critical audit matter communicated below is a matter arising from the current period audit of the financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Valuation of the Management Contract Asset – Impairment Consideration

As described in Note 1(f) to the financial statements, the Company has historically capitalized the cost of purchasing management contracts as intangible assets. These intangible assets are considered to have indefinite useful lives and are therefore not amortized, but rather tested at least annually for impairment. As part of this annual test, management (i) evaluates whether events and circumstances indicate that it is more likely than not that impairment exists, and/or (ii) estimates the fair value of such intangible assets and compares it to the cost of the assets to determine whether impairment has occurred. Management's estimate of the fair value of the management contract asset involves subjective assumptions that include stock market returns, fund flows and weighted average cost of capital.

We have determined that the valuation of the management contract asset constitutes a critical audit matter for the following reasons: (i) it is a matter that should be communicated to the audit committee, since it involves a significant management estimate; (ii) it involves a material account balance; and (iii) it involves especially subjective auditor judgment.

We have addressed this critical audit matter by performing appropriate audit procedures. These procedures included (i) assessing management's evaluation of whether events or circumstances indicate that it is more likely than not that impairment exists; (ii) evaluating the reasonableness of management's fair value estimate assumptions; and (iii) testing the mathematical accuracy of management's valuation model. Professionals with specialized skills and knowledge were used to assist in evaluating the measurement of the Company's estimated fair value of the management contract asset.

/s/ CBIZ CPAs P.C.

CBIZ CPAs P.C.

We have served as the Company's auditor since 2004 (such date takes into account the acquisition of the attest business of Marcum LLP by CBIZ CPAs P.C. effective November 1, 2024).

San Francisco, California
December 3, 2025

Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors of
Hennessy Advisors, Inc.

Opinion on the Financial Statements

We have audited the accompanying balance sheet of Hennessy Advisors, Inc. (the "Company") as of September 30, 2024, the related statements of income, changes in stockholders' equity and cash flows for the year ended September 30, 2024, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of September 30, 2024 and the results of its operations and its cash flows for the year ended September 30, 2024, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audit we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audit included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audit provides a reasonable basis for our opinion.

Critical Audit Matters

The critical audit matter communicated below is a matter arising from the current period audit of the financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Valuation of the Management Contract Asset – Impairment Consideration

As described in Note 1(f) to the financial statements, the Company has historically capitalized the cost of purchasing management contracts as intangible assets. These intangible assets are considered to have indefinite useful lives and are therefore not amortized, but rather tested at least annually for impairment. As part of this annual test, management (i) evaluates whether events and circumstances indicate that it is more likely than not that impairment exists, and/or (ii) estimates the fair value of such intangible assets and compares it to the cost of the assets to determine whether impairment has occurred. Management's estimate of the fair value of the management contract asset involves subjective assumptions that include stock market returns, fund flows and weighted average cost of capital.

We have determined that the valuation of the management contract asset constitutes a critical audit matter for the following reasons: (i) it is a matter that should be communicated to the audit committee, since it involves a significant management estimate; (ii) it involves a material account balance; and (iii) it involves especially subjective auditor judgment.

We have addressed this critical audit matter by performing appropriate audit procedures. These procedures included (i) assessing management's evaluation of whether events or circumstances indicate that it is more likely than not that impairment exists; (ii) evaluating the reasonableness of management's fair value estimate assumptions; and (iii) testing the mathematical accuracy of management's valuation model. Professionals with specialized skills and knowledge were used to assist in evaluating the measurement of the Company's estimated fair value of the management contract asset.

/s/ Marcum LLP

Marcum LLP

We have served as the Company's auditor from 2004 through 2024.

San Francisco, California
December 11, 2024

Hennessy Advisors, Inc.
Balance Sheets
(In thousands, except share and per share amounts)

	September 30, 2025	September 30, 2024
Assets		
Current assets		
Cash and cash equivalents	$ 72,431	$ 63,922
Investments in marketable securities, at fair value	12	11
Investment advisory fee income receivable	2,767	2,964
Interest income receivable	225	250
Prepaid expenses	797	817
Other accounts receivable	283	312
Total current assets	76,515	68,276
Property and equipment, net of accumulated depreciation of $1,643 and $1,540, respectively	524	374
Operating lease right-of-use asset	676	1,014
Management contracts	82,562	82,252
Other assets	182	183
Total assets	$ 160,459	$ 152,099
Liabilities and Stockholders' Equity		
Current liabilities		
Accrued liabilities and accounts payable	$ 4,864	$ 4,441
Accrued payment related to management contract	123	-
Operating lease liability	365	332
Income taxes payable	661	181
Total current liabilities	6,013	4,954
Notes payable, net of issuance costs	39,807	39,477
Long-term operating lease liability	330	695
Net deferred income tax liability	16,573	15,662
Total liabilities	62,723	60,788
Commitments and contingencies (Note 10)		
Stockholders' equity		
Common stock, no par value, 22,500,000 shares authorized; 7,889,941 shares issued and outstanding as of September 30, 2025, and 7,778,335 as of September 30, 2024	23,478	22,592
Retained earnings	74,258	68,719
Total stockholders' equity	97,736	91,311
Total liabilities and stockholders' equity	$ 160,459	$ 152,099

See Accompanying Notes to Financial Statements

Hennessy Advisors, Inc.
Statements of Income
(In thousands, except share and per share amounts)

	Fiscal Years Ended September 30, 2025	Fiscal Years Ended September 30, 2024
Revenue		
Investment advisory fees	$ 33,174	$ 27,524
Shareholder service fees	2,364	2,122
Total revenue	35,538	29,646
Operating expenses		
Compensation and benefits	10,625	9,064
General and administrative	6,301	6,484
Fund distribution and other	1,030	818
Sub-advisory fees	4,147	4,169
Depreciation	290	244
Total operating expenses	22,393	20,779
Net operating income	13,145	8,867
Interest income	(2,768)	(3,112)
Interest expense	2,293	2,275
Income before income tax expense	13,620	9,704
Income tax expense	3,660	2,607
Net income	$ 9,960	$ 7,097
Earnings per share		
Basic	$ 1.28	$ 0.92
Diluted	$ 1.27	$ 0.92
Weighted average shares outstanding		
Basic	7,787,924	7,680,706
Diluted	7,828,947	7,721,781
Cash dividends declared per share	$ 0.55	$ 0.55

See Accompanying Notes to Financial Statements

Hennessy Advisors, Inc.
Statements of Changes in Stockholders' Equity
(In thousands, except share data)

	Common Stock Shares	Common Stock Amount	Retained Earnings	Total Stockholders' Equity
Balance at September 30, 2023	7,671,099	$ 21,800	$ 65,952	$ 87,752
Net income	-	-	7,097	7,097
Dividends paid	-	-	(4,222)	(4,222)
Employee and director restricted stock vested	133,744	-	-	-
Repurchase of vested employee restricted stock for tax withholding	(39,410)	(295)	(108)	(403)
Shares issued for auto-investments pursuant to the 2021 Dividend Reinvestment and Stock Purchase Plan	1,245	8	-	8
Shares issued for dividend reinvestment pursuant to the 2021 Dividend Reinvestment and Stock Purchase Plan	2,625	17	-	17
Shares issued for auto-investments pursuant to the 2024 Dividend Reinvestment and Stock Purchase Plan	2,243	19	-	19
Shares issued for dividend reinvestment pursuant to the 2024 Dividend Reinvestment and Stock Purchase Plan	6,789	53	-	53
Stock-based compensation	-	990	-	990
Balance at September 30, 2024	7,778,335	$ 22,592	$ 68,719	$ 91,311
Net income	-	-	9,960	9,960
Dividends paid	-	-	(4,281)	(4,281)
Employee and director restricted stock vested	145,509	-	-	-
Repurchase of vested employee restricted stock for tax withholding	(41,443)	(319)	(140)	(459)
Shares issued for auto-investments pursuant to the 2024 Dividend Reinvestment and Stock Purchase Plan	676	7	-	7
Shares issued for dividend reinvestment pursuant to the 2024 Dividend Reinvestment and Stock Purchase Plan	6,864	77	-	77
Stock-based compensation	-	1,128	-	1,128
Employee restricted stock forfeiture	-	(7)	-	(7)
Balance at September 30, 2025	7,889,941	$ 23,478	$ 74,258	$ 97,736

See Accompanying Notes to Financial Statements

Hennessy Advisors, Inc.
Statements of Cash Flows
(In thousands)

	Fiscal Years Ended September 30, 2025	Fiscal Years Ended September 30, 2024
Cash flows from operating activities		
Net income	$ 9,960	$ 7,097
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation	290	244
Unrealized loss gain on marketable securities	(1)	(1)
Change in right-of-use asset and operating lease liability	6	29
Amortization of note issuance costs	330	313
Deferred income taxes	911	1,051
Employee restricted stock forfeiture	(7)	-
Stock-based compensation	1,128	990
Change in operating assets and liabilities:		
Investment fee income receivable	197	(918)
Interest income receivable	25	3
Prepaid expenses	20	(148)
Other accounts receivable	29	(65)
Other assets	1	(27)
Accrued liabilities and accounts payable	423	1,276
Income taxes payable	480	(567)
Net cash provided by operating activities	13,792	9,277
Cash flows from investing activities		
Purchases of property and equipment	(440)	(313)
Payments related to management contracts	(187)	(990)
Net cash used in investing activities	(627)	(1,303)
Cash flows from financing activities		
Repurchase of vested employee restricted stock for tax withholding	(459)	(403)
Proceeds from shares issued pursuant to the 2021 Dividend Reinvestment and Stock Repurchase Plan	-	8
Proceeds from shares issued pursuant to the 2024 Dividend Reinvestment and Stock Repurchase Plan	7	19
Dividend payments	(4,204)	(4,152)
Net cash used in financing activities	(4,656)	(4,528)
Net increase in cash and cash equivalents	8,509	3,446
Cash and cash equivalents at the beginning of the period	63,922	60,476
Cash and cash equivalents at the end of the period	$ 72,431	$ 63,922
Supplemental disclosures of cash flow information		
Cash paid for income taxes	$ 2,268	$ 2,124
Cash paid for interest	$ 1,963	$ 1,963
Dividend investment issued in shares	$ 77	$ 70
Payments related to management contracts in accrued liabilities	$ 123	$ -

See Accompanying Notes to Financial Statements

Notes to Financial Statements

(1) Organization and Description of Business and Significant Accounting Policies

(a) Organization and Description of Business

Hennessy Advisors, Inc. (the "Company") was founded on February 1, 1989, as a California corporation under the name Edward J. Hennessy, Incorporated. In 1990, the Company became a registered investment advisor, and on April 15, 2001, the Company changed its name to Hennessy Advisors, Inc.

The Company's operating activities consist primarily of providing investment advisory services to 16 open-end mutual funds and one exchange-traded fund ("ETF") branded as the Hennessy Funds. The Company serves as the investment advisor to all classes of the Hennessy Cornerstone Growth Fund, the Hennessy Focus Fund, the Hennessy Cornerstone Mid Cap 30 Fund, the Hennessy Cornerstone Large Growth Fund, the Hennessy Cornerstone Value Fund, the Hennessy Total Return Fund, the Hennessy Equity and Income Fund, the Hennessy Balanced Fund, the Hennessy Energy Transition Fund, the Hennessy Midstream Fund, the Hennessy Gas Utility Fund, the Hennessy Japan Fund, the Hennessy Japan Small Cap Fund, the Hennessy Large Cap Financial Fund, the Hennessy Small Cap Financial Fund, and the Hennessy Technology Fund (collectively, the "Hennessy Mutual Funds"), as well as to the Hennessy Sustainable ETF. The Company also provides shareholder services to investors in the Hennessy Mutual Funds.

The Company's operating revenues consist of contractual investment advisory and shareholder service fees paid to it by the Hennessy Funds. The Company earns investment advisory fees from each Hennessy Fund by, among other things:

- acting as portfolio manager for the fund or overseeing the sub-advisor acting as portfolio manager for the fund, which includes managing the composition of the fund's portfolio (including the purchase, retention, and disposition of portfolio securities in accordance with the fund's investment objectives, policies, and restrictions), seeking best execution for the fund's portfolio, managing the use of soft dollars for the fund, and managing proxy voting for the fund;

- performing a daily reconciliation of portfolio positions and cash for the fund;

- monitoring the liquidity of the fund;

- monitoring the fund's compliance with its investment objectives and restrictions and federal securities laws;

- maintaining a compliance program (including a code of ethics), conducting ongoing reviews of the compliance programs of the fund's service providers (including any sub-advisor), including their codes of ethics, as appropriate, conducting on-site visits to the fund's service providers (including any sub-advisor) as feasible, monitoring incidents of abusive trading practices, reviewing fund expense accruals, payments, and fixed expense ratios, evaluating insurance providers for fidelity bond, directors and officers and errors and omissions insurance, and cybersecurity insurance coverage, managing regulatory examination compliance and responses, conducting employee compliance training, reviewing reports provided by service providers, and maintaining books and records;

- if applicable, overseeing the selection and continued employment of the fund's sub-advisor, reviewing the fund's investment performance, and monitoring the sub-advisor's adherence to the fund's investment objectives, policies, and restrictions;

- overseeing service providers that provide accounting, administration, distribution, transfer agency, custodial, sales, marketing, public relations, audit, information technology, and legal services to the fund;
- maintaining in-house marketing and distribution departments on behalf of the fund;
- preparing or directing the preparation of all regulatory filings for the fund, including writing and annually updating the fund's prospectus and related documents;
- for each annual report of the fund, preparing or reviewing a written summary of the fund's performance during the most recent 12-month period;
- monitoring and overseeing the accessibility of the fund on financial institution platforms;
- paying the incentive compensation of the fund's compliance officer and employing other staff such as legal, marketing, national accounts, distribution, sales, administrative, and trading oversight personnel, as well as management executives;
- providing a quarterly compliance certification to the Board of Trustees of Hennessy Funds Trust (the "Funds' Board of Trustees"); and
- preparing or reviewing materials for the Funds' Board of Trustees, presenting to or leading discussions with the Funds' Board of Trustees, preparing or reviewing all meeting minutes, and arranging for training and education of the Funds' Board of Trustees.

The Company earns shareholder service fees from Investor Class shares of the Hennessy Mutual Funds by, among other things, maintaining a toll-free number that the current investors in the Hennessy Funds may call to ask questions about their accounts and actively participating as a liaison between investors in the Hennessy Funds and U.S. Bank Global Fund Services.

Investment advisory and shareholder service fee revenues are earned and calculated daily by the Hennessy Funds' accountants at U.S. Bank Global Fund Services and are subsequently reviewed by management.

The Company recognizes revenues when its obligations related to the investment advisory and shareholder services are satisfied, and it is probable that a significant reversal of the revenue amount would not occur in future periods. Management judgment is required in assessing the probability of significant revenue reversal and in identification of distinct services. Investment advisory and shareholder services are performed over time because investors in the Hennessy Funds are receiving and consuming the benefits as they are provided by the Company. Fees are based on contractual percentages of net asset values of each Hennessy Fund and recognized for services provided during the period, which are distinct from services provided in other periods. Such fees are affected by changes in net asset values, including market appreciation or depreciation, foreign exchange translation, and net inflows or outflows of the Hennessy Funds. Assets under management represent the broad range of financial assets the Company manages for the Hennessy Funds on a discretionary basis pursuant to investment management and shareholder servicing agreements that are expected to continue for at least 12 months. In general, reported assets under management reflect the valuation methodology that corresponds to the basis used for determining revenue. The fees are computed and billed monthly, at which time they are recognized in accordance with Accounting Standards Codification 606 — Revenue from Contracts with Customers.

The Company waives a portion of its fees with respect to the Hennessy Midstream Fund, the Hennessy Technology Fund, and the Hennessy Sustainable ETF to comply with contractual expense ratio limitations. The fee waivers are calculated daily by the Hennessy Funds' accountants at U.S. Bank Global Fund Services, reviewed by management, and then charged to expense monthly as offsets to the Company's revenues. Each waived fee is then deducted from investment advisory fee income and reduces the aggregate amount of advisory fees the Company receives from such fund in the subsequent month. To date, the Company has only waived fees based on contractual obligations, but the Company has the ability to waive fees at its discretion. Any decision to waive fees would apply only on a going-forward basis.

The Company's contractual agreements for investment advisory and shareholder services prove that a contract exists with fixed and determinable fees, and the services are rendered daily. The collectability is deemed probable because the fees are received from the Hennessy Funds in the month subsequent to the month in which the services are provided.

(b) Cash and Cash Equivalents

Cash and cash equivalents include all cash balances and highly liquid investments with original maturities of three months or less that are readily convertible into cash.

(c) Fair Value of Financial Instruments

The Financial Accounting Standards Board ("FASB") guidance on "Disclosures about Fair Value of Financial Instruments" requires disclosures regarding the fair value of all financial instruments for financial statement purposes. The estimates presented in these financial statements are based on information available to management as of the end of fiscal years 2025 and 2024. Accordingly, the fair values presented in the Company's financial statements as of the end of fiscal years 2025 and 2024 may not be indicative of amounts that could be realized on disposition of the financial instruments. The fair value of receivables, accounts payable, and notes payable has been estimated at carrying value due to the short maturity of these instruments. The fair value of marketable securities and money market accounts is based on closing net asset values as reported by securities exchanges registered with the SEC.

(d) Investments

Investments in highly-liquid financial instruments with remaining maturities of less than one year are classified as short-term investments. Financial instruments with remaining maturities of greater than one year are classified as long-term investments. A table of investments is included in Note 3 in this Item 8, "Financial Statements and Supplementary Data."

The Company holds investments in publicly traded mutual funds, which are accounted for as trading securities. Accordingly, unrealized gains and losses of less than $1,000 per year were recognized in operations for fiscal years 2025 and 2024.

Dividend income is recorded on the ex-dividend date. Purchases and sales of marketable securities are recorded on a trade-date basis, and realized gains and losses recognized on sale are determined on a specific identification/average cost basis.

(e) Property and Equipment

Property and equipment are stated at cost less accumulated depreciation. Depreciation is computed using the straight-line method over the estimated useful lives of the assets, generally between one and ten years.

(f) Management Contracts Purchased

Throughout its history, the Company has completed 12 purchases of the assets related to the management of 33 different investment funds, some of which were reorganized into already existing Hennessy Funds. In accordance with FASB guidance, the Company periodically reviews the carrying value of its management contract asset to determine if any impairment has occurred. Although a quantitative analysis of the fair value of the management contract asset was not required, management performed a high-level analysis for internal purposes only. The fair value of the management contract asset was estimated as of the end of fiscal years 2025 and 2024 by applying the income approach and was based on management estimates and assumptions, including third-party valuations that utilize appropriate valuation techniques. The analysis further supported that there was no “more-likely-than-not” impairment trigger as of such dates.

Under Accounting Standards Codification 350 — Intangibles - Goodwill and Other, intangible assets that have indefinite useful lives are not amortized but are tested at least annually for impairment. The Company considered various factors, such as likelihood of continued renewal, whether there are foreseeable limits on net cash flows, and whether the Company is dependent on a limited number of investors, in determining the useful life of the management contracts. After consideration of factors discussed, the Company considers the management contract asset to be an intangible asset with an indefinite useful life and no impairment as of the end of fiscal year 2025.

The Company completed its most recent asset purchases on November 10, 2023, and February 23, 2024, when it purchased assets related to the management of the CCM Small/Mid-Cap Impact Value Fund and the CCM Core Impact Equity Fund (each, a “CCM Fund”), respectively. These asset purchases added approximately $12 million and $59 million to the Company’s assets under management at the time of closing with respect to the CCM Small/Mid-Cap Impact Value Fund and the CCM Core Impact Equity Fund, respectively. Each purchase was consummated in accordance with the terms and conditions of that certain Transaction Agreement, dated as of April 26, 2023, between the Company and Community Capital Management, LLC. Upon completion of each transaction, the assets of the applicable CCM Fund were reorganized into the Hennessy Sustainable ETF. In fiscal year 2024, the Company capitalized $1.0 million in purchase price and other costs for the purchase of assets related to the management of the CCM Funds.

On March 14, 2025, the Company announced it had signed a definitive agreement with STF Management, LP to purchase the assets related to the management of the STF Tactical Growth & Income ETF (Nasdaq: TUGN) and the STF Tactical Growth ETF (Nasdaq: TUG) (together, the “STF ETFs”). The definitive agreement includes customary representations, warranties, and covenants of the parties to the agreement, including approval of the shareholders of each STF ETF. Upon completion of the transaction, which is subject to the approval of the shareholders of each STF ETF, the assets of the STF Tactical Growth & Income ETF and the STF Tactical Growth ETF will be reorganized to become series of Hennessy Funds Trust named the Hennessy Tactical Growth and Income ETF and the Hennessy Tactical Growth ETF, respectively. The Company expects to complete the transaction in December 2025. In fiscal year 2025, the Company capitalized $0.3 million in costs related to the transaction.

(g) Income Taxes

The Company, under the FASB guidance on “Accounting for Uncertainty in Income Tax,” uses a recognition threshold and measurement attribute for the financial statement recognition and measurement of uncertain tax positions taken or expected to be taken in a company’s income tax return and also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. The Company utilizes a two-step approach for evaluating uncertain tax positions. The first step, recognition, requires the Company to determine if the weight of available evidence indicates that a tax position is more likely than not to be sustained upon audit, including resolution of related appeals or litigation processes, if any. The second step, measurement, is based on the largest amount of benefit that is more likely than not to be realized on ultimate settlement.

The Company believes the positions taken on its tax returns are fully supported, but tax authorities may challenge these positions and they may not be fully sustained on examination by the relevant tax authorities. Accordingly, the income tax provision includes amounts intended to satisfy assessments that may result from these challenges. Determining the income tax provision for these potential assessments and recording the related effects requires management judgement and estimates. The amounts ultimately paid on resolution of an audit could be materially different from the amounts previously included in the income tax provision and, therefore, could have a material impact on the Company’s income tax provision, net income, and cash flows. The accrual for uncertain tax positions is attributable primarily to uncertainties concerning the tax treatment of the Company’s domestic operations, including the allocation of income among different jurisdictions. For a further discussion on taxes, refer to Note 12 in this Item 8, “Financial Statements and Supplementary Data.”

The Company is subject to income tax in the U.S. federal jurisdiction and various state jurisdictions. The Company's U.S. federal income taxes for 2019 through 2023 remain open and subject to examination. For state tax jurisdictions with unfiled tax returns, the statutes of limitations remains open indefinitely.

(h) Earnings per Share

Basic earnings per share is determined by dividing net earnings by the weighted average number of shares of common stock outstanding, while diluted earnings per share is determined by dividing net earnings by the weighted average number of shares of common stock outstanding adjusted for the dilutive effect of common stock equivalents, which consist of restricted stock units ("RSUs").

(i) Equity

Amended and Restated 2024 Omnibus Incentive Plan

Effective as of February 8, 2024, the Company adopted, and the Company's shareholders approved, the 2024 Omnibus Incentive Plan (the "Omnibus Plan"), which provides for the issuance of options, stock appreciation rights, restricted stock, RSUs, performance awards, and other equity awards for the purpose of attracting and retaining executive officers, key employees, and outside directors and advisors and increasing shareholder value. The Omnibus Plan replaced the Amended and Restated 2013 Omnibus Incentive Plan. Under the Omnibus Plan, participants may be granted RSUs, among other awards, each of which represents an unfunded, unsecured right to receive a share of the Company's common stock on the dates specified in the recipient's award. The Company issues new shares of its common stock when it is required to deliver shares to an RSU recipient. The RSUs granted under the Omnibus Plan vest over four years at a rate of 25% per year. The Company recognizes stock-based compensation expense on a straight line basis over the four-year vesting term of each award, and accounts for forfeitures as they occur.

The compensation committee of the Company's Board of Directors has the authority to determine the awards granted under the Omnibus Plan, including among other things, the individuals who receive the awards, the times when they receive them, vesting schedules, performance goals, whether an option is an incentive or nonqualified option, and the number of shares to be subject to each award.

The Omnibus Plan contains change of control provisions whereby, among other things, all outstanding RSUs and other securities issued under the Omnibus Plan will vest immediately upon the occurrence of the following events constituting a change of control of the Company: (i) an acquisition, in any one transaction or series of transactions, after which any individual, entity or group has beneficial ownership of 50% or more of either the then outstanding shares of the common stock or combined voting power of the Company's then outstanding voting securities, but excluding an acquisition (A) by the Company or any of its employee benefit plans (or related trusts), (B) by Neil J. Hennessy or any affiliate, or (C) by any corporation which, following the acquisition, is beneficially owned, directly or indirectly, in substantially the same proportions, by the beneficial owners of the common stock and voting securities of the Company immediately prior to such acquisition, (ii) 50% or more of the members of the Company's Board of Directors (A) are not continuing directors, or (B) are nominated or elected by the same beneficial owner or are elected or appointed in connection with an acquisition of the Company, or (iii) the (A) consummation of a reorganization, merger, share exchange, consolidation or similar transaction, with respect to which the beneficial owners of the Company immediately prior to such transaction do not, following such transaction, beneficially own more than 50% of the then outstanding shares of common stock and voting securities of the corporation resulting from the transaction, (B) consummation of the sale or other disposition of all or substantially all of the assets of the Company or (C) approval by the shareholders of the Company of a complete liquidation or dissolution of the Company.

All compensation costs related to RSUs vested during fiscal years 2025 and 2024 have been recognized in the financial statements.

The Company has available up to 3,671,300 shares of the Company's common stock in respect of granted stock awards, in accordance with terms of the Omnibus Plan.

A summary of RSU activity is as follows:

	Fiscal Years Ended September 30,			
	2025		2024	
	Shares	Weighted Average Grant Date Fair Value per Share	Shares	Weighted Average Grant Date Fair Value per Share
Non-vested balance at beginning of year	379,575	$ 7.64	345,155	$ 6.91
Granted	165,300	9.80	163,700	8.96
Vested	(145,510)	(7.65)	(129,280)	(7.37)
Forfeited	(4,000)	(8.96)	-	
Non-vested balance at end of year	395,365	$ 8.52	379,575	$ 7.64

Additional information related to RSUs is as follows:

	September 30, 2025 (In thousands, except years)
Unrecognized compensation expense related to RSUs	$ 3,328
Weighted average remaining period to expense for RSUs (in years)	1.6

Dividend Reinvestment and Stock Purchase Plan

In January 2024, the Company adopted an updated Dividend Reinvestment and Stock Purchase Plan (the "DRSPP"), replacing the previous Dividend Reinvestment and Stock Purchase Plan that had been in place since 2021. The DRSPP provides shareholders and new investors with a convenient and economical means of purchasing shares of the Company's common stock and reinvesting cash dividends paid on the Company's common stock. Under the DRSPP and its predecessor plan, the Company issued 16,572 and 12,902 shares of common stock in fiscal years 2025 and 2024, respectively. The maximum number of shares that may be issued under the DRSPP is 1,530,000, of which 1,513,428 shares remained available for issuance as of September 30, 2025.

Stock Buyback Program

In August 2010, the Company's Board of Directors adopted a stock buyback program pursuant to which the Company was authorized to repurchase up to 1,500,000 shares of its common stock in the open market, in privately negotiated transactions, or otherwise. The program does not have an expiration date. In August 2022, the Board of Directors increased the number of shares that may be repurchased under the program to 2,000,000 shares. A total of 1,096,368 shares remain available for repurchase under the stock buyback program. The Company did not repurchase any shares of its common stock pursuant to the stock buyback program during fiscal year 2025.

(j) Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates.

(k) Segment Reporting

The Company determines its reporting units in accordance with FASB ASC 280, "Segment Reporting" ("ASC 280"). The Company evaluates a reporting unit by first identifying its operating segments under ASC 280. The Company then evaluates each operating segment to determine if it includes one or more components that constitute a business. If there are components within an operating segment that meet the definition of a business, the Company evaluates those components to determine if they must be aggregated into one or more reporting units. If applicable, when determining if it is appropriate to aggregate different operating segments, the Company determines if the segments are economically similar and, if so, the operating segments are aggregated.

The Company operates in one business segment, which is its investment advisory business. The investment advisory segment derives revenues from the Hennessy Funds by managing the composition of each fund's portfolio, monitoring each fund's compliance with its investment objectives, reviewing each fund's investment performance, overseeing service providers, and preparing and distributing regulatory reports. The determination of a single business segment is consistent with the financial information regularly provided to the Company's chief operating decision maker ("CODM"), and included consideration of factors such as revenue coming from a single source (investment advisory fees generated by the Hennessy Funds) and the Company utilizing the same technology, marketing, sales, and distribution programs to support all of the Hennessy Funds. The Company's CODM is the President and COO, who reviews and evaluates the line items disclosed in the income statement as presented in the accompanying statements of income for purposes of assessing performance, making operating decisions, allocating resources, and planning and forecasting for future periods. The key measure of segment profitability that the CODM uses to allocate resources and assess performance is consolidated net income, as reported on the statement of income.

The CODM does not regularly review disaggregated expense categories beyond those presented in the accompanying statements of income. The measure of segment assets is reported in the accompanying balance sheets as "Total assets." Expenditures for long-lived assets are reported as "Purchases of property and equipment" on the statements of cash flows for the fiscal years ended 2025 and 2024."

(2) Fair Value Measurements

The Company applies Accounting Standards Codification 820 — Fair Value Measurement for all financial assets and liabilities, which establishes a framework for measuring fair value and expands disclosures about fair value measurements. The standard defines fair value as "the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date." It also establishes a fair value hierarchy consisting of the following three levels that prioritize the inputs to the valuation techniques used to measure fair value:

- Level 1 – Unadjusted, quoted prices in active markets for identical assets or liabilities that an entity has the ability to access at the measurement date;
- Level 2 – Other significant observable inputs (including, but not limited to, quoted prices in active markets for similar assets or liabilities, quoted prices in markets that are not active for identical or similar assets or liabilities, and model-derived valuations in which all significant inputs and significant value drivers are observable in active markets); and
- Level 3 – Significant unobservable inputs (including the entity's own assumptions about what market participants would use to price the asset or liability based on the best available information) when observable inputs are not available.

Based on the definitions, the following table represents the Company's assets categorized in the Level 1 to Level 3 hierarchies:

	September 30, 2025			
	Level 1	**Level 2**	**Level 3**	**Total**
	(In thousands)			
Money market fund deposits	$ 66,739	$ -	$ -	$ 66,739
Mutual fund investments	12	-	-	12
Total	$ 66,751	$ -	$ -	$ 66,751
Amounts included in				
Cash and cash equivalents	$ 66,739	$ -	$ -	$ 66,739
Investments in marketable securities	12	-	-	12
Total	$ 66,751	$ -	$ -	$ 66,751

	September 30, 2024			
	Level 1	**Level 2**	**Level 3**	**Total**
	(In thousands)			
Money market fund deposits	$ 60,946	$ -	$ -	$ 60,946
Mutual fund investments	11	-	-	11
Total	$ 60,957	$ -	$ -	$ 60,957
Amounts included in				
Cash and cash equivalents	$ 60,946	$ -	$ -	$ 60,946
Investments in marketable securities	11	-	-	11
Total	$ 60,957	$ -	$ -	$ 60,957

There were no transfers between levels during fiscal years 2025 or 2024.

The fair values of receivables, payables, and accrued liabilities approximate their book values given the short-term nature of those instruments.

The fair value of the 2026 Notes (see Note 9 in this Item 8, “Financial Statements and Supplementary Data”) was approximately $40.1 million as of September 30, 2025, based on the last trading price of the notes on that date (Level 1). The Company did not elect to apply the fair value option to the carrying value of the 2026 Notes under Accounting Standards Codification 825 — Financial Instruments.

(3) Investments

The cost, gross unrealized gains, gross unrealized losses, and fair market value of the Company’s trading investments were as follows:

	Cost	Gross Unrealized Gains	Gross Unrealized Losses	Total
	(In thousands)			
2025				
Mutual fund investments	$ 11	$ 1	$ -	$ 12
Total	11	1	-	12
2024				
Mutual fund investments	$ 10	$ 1	$ -	$ 11
Total	10	1	-	11

The mutual fund investments are included as a separate line item in current assets on the Company’s balance sheets.

(4) Property and Equipment, Net

The following table summarizes the Company’s property and equipment balances:

	September 30, 2025	September 30, 2024
	(In thousands)	
Equipment	$ 447	$ 324
Leasehold improvements	154	154
Furniture and fixtures	339	344
IT infrastructure	87	87
Software	1,140	1,005
Property and equipment, gross	2,167	1,914
Accumulated depreciation	(1,643)	(1,540)
Property and equipment, net	$ 524	$ 374

The following useful lives are assigned to fixed assets: furniture is seven years, equipment is three years, and software ranges from one to three years. During fiscal year 2025 and 2024, depreciation expense was $0.3 million and $0.2 million, respectively.

(5) Management Contracts

The costs related to the Company’s purchase of assets related to management contracts are capitalized as incurred and comprise the management contract asset. This asset was $82.6 million as of the end of fiscal year 2025, an increase of $0.3 million from the end of fiscal year 2024. The increase was related to costs associated with the definitive agreement signed with STF Management, LP. The Company considers the management contract asset to be an intangible asset per Accounting Standards Codification 350 — Intangibles – Goodwill and Other. The purchase costs that comprise the management contract asset include consideration to the seller, as well as legal and similar external transaction costs.

(6) Investment Advisory Agreements

The Company has investment advisory agreements with Hennessy Funds Trust under which it provides investment advisory services to all classes of the 17 Hennessy Funds.

The investment advisory agreements must be renewed annually (except in limited circumstances) by (a) the Funds' Board of Trustees or the vote of a majority of the outstanding shares of the applicable Hennessy Fund and (b) the vote of a majority of the trustees of Hennessy Funds Trust who are not interested persons of the Hennessy Funds. If an investment advisory agreement is not renewed, it terminates automatically. There are two additional circumstances in which an investment advisory agreement terminates. First, an investment advisory agreement automatically terminates if the Company assigns it to another advisor (assignment includes "indirect assignment," which is the direct or indirect transfer of the Company's common stock in sufficient quantities deemed to constitute a controlling block). Second, an investment advisory agreement may be terminated prior to its expiration upon 60 days' written notice by either the applicable Hennessy Fund or the Company.

As provided in each investment advisory agreement, the Company receives investment advisory fees monthly based on a percentage of the applicable fund's average daily net asset value.

The Company has entered into sub-advisory agreements for the Hennessy Focus Fund, the Hennessy Equity and Income Fund, the Hennessy Japan Fund, the Hennessy Japan Small Cap Fund, and the Hennessy Sustainable ETF. Under each of these sub-advisory agreements, the sub-advisor is responsible for the investment and reinvestments of the assets of the applicable Hennessy Fund in accordance with the terms of such agreement and the applicable Hennessy Fund's Prospectus and Statement of Additional Information. The sub-advisors are subject to the direction, supervision, and control of the Company and the Funds' Board of Trustees. The sub-advisory agreements must be renewed annually (except in limited circumstances) in the same manner as, and are subject to the same termination provisions as, the investment advisory agreements.

In exchange for the sub-advisory services, the Company (not the Hennessy Funds) pays sub-advisory fees to the sub-advisors out of its own assets. Sub-advisory fees are calculated as a percentage of the applicable sub-advised fund's average daily net asset value.

(7) Leases

The Company determines if an arrangement is an operating lease at inception. Operating leases are included in operating lease right-of-use assets and current and long-term operating lease liabilities on the Company's balance sheet. There were no long-term operating leases as of September 30, 2023. During the quarter ended March 31, 2024, the Company renewed the lease for its office in Novato, California for an additional three years. The renewed lease will expire on July 31, 2027. The renewal created a long-term operating lease asset recorded during the quarter ended March 31, 2024. There were no other long-term operating leases as of September 30, 2025.

Upon renewal of the lease for its office in Novato, California, the Company recorded a right-of-use asset of $1.1 million on its balance sheet. Right-of-use assets represent the Company's right to use an underlying asset for the lease term and operating lease liabilities represent the Company's obligation to make lease payments arising from the lease. Operating lease right-of-use assets and liabilities are recognized at the lease commencement date based on the present value of lease payments over the lease term. In determining the present value of lease payments, the Company uses its incremental borrowing rate based on the information available at the lease commencement date. The Company's lease terms may include options to extend the lease when it is reasonably certain that it will exercise any such options. For its leases, the Company concluded that it is not reasonably certain that any renewal options would be exercised, and, therefore, the amounts are not recognized as part of operating lease right-of-use assets or operating lease liabilities. Leases with initial terms of 12 months or less, and certain office equipment leases that are deemed insignificant, are not recorded on the balance sheet and are expensed as incurred and included within rent expense under general and administrative expense. Lease expense related to operating leases is recognized on a straight-line basis over the expected lease terms.

The Company's most significant leases are real estate leases of office facilities. The Company leases office space under non-cancelable operating leases. Its principal executive office is located in Novato, California, and it has additional offices in Austin, Texas, Dallas, Texas, Boston, Massachusetts, and Chapel Hill, North Carolina. Only the office lease in Novato, California has been capitalized because the other operating leases have terms of 12 months or less, including leases that are month-to-month in nature. Other supplemental cash flow information, lease term, and discount rate is as follows for the years ended September 30, 2025 and 2024:

	September 30,	
	2025	**2024**
	(In thousands, except years and percentages)	
Operating lease liabilities arising from obtaining right-of-use assets	$ -	$ 1,055
Weighted-average remaining lease term	1.8 years	2.8 years
Weighted-average discount rate	6.15%	6.15%

For fiscal years 2025 and 2024, the Company's lease payments for amounts included in the measurement of operating lease liabilities totaled $0.39 million and $0.41 million, respectively, and total rent expense for all offices, which is recorded under general and administrative expense in the statements of income, totaled $0.53 million and $0.56 million, respectively.

The undiscounted cash flows for future maturities of the Company's operating lease liabilities and the reconciliation to the balance of operating lease liabilities reflected on the Company's balance sheet are as follows:

	September 30, 2025
	(In thousands)
Fiscal year 2026	$ 395
Fiscal year 2027	338
Total undiscounted cash flows	733
Present value discount	(38)
Total operating lease liabilities	$ 695

(8) Accrued Liabilities and Accounts Payable

Details relating to the accrued liabilities and accounts payable reflected on the Company's balance sheet are as follows:

	September 30,	
	2025	**2024**
	(In thousands)	
Accrued bonus liabilities	$ 3,711	$ 2,943
Accrued sub-advisor fees	338	376
Other accrued expenses	815	1,122
Total accrued expenses	$ 4,864	$ 4,441

(9) Debt Outstanding

On October 20, 2021, the Company completed a public offering of 4.875% notes due 2026 in the aggregate principal amount of $40,250,000 (the "2026 Notes"), which included the full exercise of the underwriters' overallotment option. The initial net proceeds received were approximately $38,607,000 after considering the impact of issuance costs and underwriter discounts. The 2026 Notes bear interest at 4.875% per annum, payable on the last day of each calendar quarter and at maturity, beginning December 31, 2021. The effective interest rate, which reflects the amortization of issuance costs over the term of the loan, during both fiscal years 2025 and 2024 was 5.7%. Total interest expense for both fiscal years 2025 and 2024 comprises $2.0 million of contractual interest and $0.3 million related to the amortization of debt issuance costs. The 2026 Notes mature on December 31, 2026.

The 2026 Notes are direct unsecured obligations, rank equally in right of payment with any of the Company's future unsecured unsubordinated indebtedness, senior to any of the Company's future indebtedness that expressly provides that it is subordinate to the 2026 Notes, effectively subordinate to all of the Company's future secured indebtedness, and structurally subordinate to all future indebtedness and other obligations of any of the Company's future subsidiaries.

(10) Commitments and Contingencies

In addition to the operating leases discussed in Note 7 in this Item 8, "Financial Statements and Supplementary Data," the Company has contractual expense ratio limitations in place with respect to the Hennessy Midstream Fund, the Hennessy Technology Fund, and the Hennessy Sustainable ETF. Such contractual expense ratio limitations will expire February 28, 2026, unless extended. Total fees waived during fiscal years 2025 and 2024 were $0.20 million and $0.18 million, respectively. To date, the Company has only waived fees based on contractual obligations but has the ability to waive fees at its discretion. Any decision to waive fees would apply only on a going forward basis.

In November 2024, the Company entered into a settlement agreement with respect to employment-related claims made by a former employee in fiscal year 2024. The Company believed the settlement provided for an efficient and effective resolution to the matter. The Company has employment practices liability insurance for such claims, and therefore paid the amount of the settlement not covered by the employment practices liability insurance.

The Company has no other commitments and no significant contingencies with original terms in excess of one year.

(11) Retirement Plan

The Company has a 401(k) retirement plan covering eligible employees. Employees are eligible to participate if they are over 21 years of age and have completed a minimum of one month of service with at least 80 hours worked in that month. The Company also made discretionary profit-sharing contributions of $0.2 million in each of the fiscal years 2025 and 2024. To be eligible for the discretionary profit-sharing contribution, an employee must be eligible to participate in the 401(k) retirement plan and must complete at least 501 hours of service during the calendar year or be employed as of the last day of the calendar year.

(12) Income Taxes

As of the end of each of fiscal years 2025 and 2024, the Company's gross liability for unrecognized tax benefits related to uncertain tax positions was $0.4 million and $0.4 million, respectively. If the tax benefits of such amounts were recognized, $0.3 million and $0.3 million of such amounts, respectively, would decrease the Company's effective income tax rate. As of September 30, 2025, and September 30, 2024, the Company's net liability for accrued interest and penalties was $0.4 million and $0.3 million, respectively. The Company has elected to recognize interest and penalties related to unrecognized tax benefits as a component of income tax expense. The Company recognized approximately $0.05 million in interest and penalties during each of the years ended September 30, 2025, and September 30, 2024.

A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

	Fiscal Years Ended September 30,	
	2025	2024
	(In thousands)	
Beginning year balance	$ 353	$ 353
Changes related to prior year tax positions	-	-
Ending year balance	$ 353	$ 353

The total amount of unrecognized tax benefits can change due to final regulations, audit settlements, tax examinations activities, lapse of applicable statutes of limitations, and the recognition and measurement criteria under the guidance related to accounting for uncertainly in income taxes. The Company is unable to estimate what this change could be within the next 12 months, but does not believe it would be material to its financial statements.

On July 4, 2025, the "One Big Beautiful Bill Act" (OBBBA) was signed into law. The OBBBA contains a broad range of provisions affecting businesses, including provisions related to bonus depreciation, research and development expensing, a favorable change for calculating the business interest deduction limitation under Section 163(j), and modifications to certain international rules. The impacts of the OBBBA are not anticipated to be material to the Company based on current operations, however the Company will continue to evaluate any future impacts to the consolidated financial statements.

The Company's income tax expense was as follows:

	Fiscal Years Ended September 30,	
	2025	2024
	(In thousands)	
Current		
Federal	$ 2,160	$ 1,179
State	589	377
Total current	2,749	1,556
Deferred		
Federal	814	828
State	97	223
Total deferred	911	1,051
Total	$ 3,660	$ 2,607

The principal reasons for the differences from the federal statutory income tax rate and the Company's effective tax rate were as follows:

	Fiscal Years Ended September 30,	
	2025	2024
Federal statutory income tax rate	21.0%	21.0%
State income taxes, net of federal benefit	4.0	4.1
Permanent and other differences	0.4	0.8
Difference due to executive compensation	2.2	1.5
Tax return to provision adjustments	(0.1)	(0.1)
Uncertain tax position	0.3	0.5
Stock-based compensation	(0.9)	(0.9)
Effective income tax rate	26.9%	26.9%

The tax effects of temporary differences that give rise to significant portions of deferred tax assets and liabilities were as follows:

	Fiscal Years Ended September 30, 2025	2024
	(In thousands)	
Deferred tax assets		
Accrued compensation	$ 52	$ -
Stock compensation	41	33
State taxes	282	224
Lease liability	174	258
Total deferred tax assets	549	515
Deferred tax liabilities		
Property and equipment	(75)	(28)
Management contracts	(16,878)	(15,895)
ROU asset	(169)	(254)
Total deferred tax liabilities	(17,122)	(16,177)
Net deferred tax liabilities	$ (16,573)	$ (15,662)

(13) Earnings per Share

The weighted average common shares outstanding used in the calculation of basic earnings per share and weighted average common shares outstanding, adjusted for common stock equivalents, used in the computation of diluted earnings per share were as follows:

	September 30, 2025	2024
Weighted average common stock outstanding, basic	7,787,924	7,680,706
Dilutive impact of RSUs	41,023	41,075
Weighted average common stock outstanding, diluted	7,828,947	7,721,781

For fiscal years 2025 and 2024, the Company excluded 32,190 and 162,315 common stock equivalents, respectively, from the diluted earnings per share calculations because they were not dilutive. In each case, the excluded common stock equivalents consisted of non-vested RSUs.

(14) Concentration of Credit Risk

The Company maintains its cash accounts with three commercial banks that, at times, may exceed federally insured limits. The amount on deposit at September 30, 2025, exceeded the insurance limits of the Federal Deposit Insurance Corporation by approximately $5.4 million. In addition, total cash and cash equivalents include $66.5 million held in the First American U.S. Government Money Market Fund that is not federally insured. The Company believes it is not exposed to any significant credit risk on cash and cash equivalents.

(15) Recently Issued and Adopted Accounting Standards

In November 2023, FASB issued ASU 2023-07, “Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures,” which requires public companies to disclose information about their reportable segments’ significant expenses and other segment items on an interim and annual basis that are regularly provided to the CODM, as well as the aggregate amount of other segment items included in the reported measure of segment profit or loss. ASU 2023-07 requires that a public entity disclose the title and position of the CODM and an explanation of how the CODM uses the reported measures of segment profit or loss in assessing segment performance and deciding how to allocate resources. The guidance is effective for fiscal years beginning after December 15, 2023, including interim periods within those fiscal years, which means that it will be effective for the Company’s annual periods beginning September 1, 2024, and its interim periods beginning September 1, 2025. The Company adopted the ASU 2023-07 and determined that its adoption did not have a material impact on the Company’s financial statements and related disclosures.

In December 2023, the FASB issued ASU 2023-09, “Income Taxes (Topic 740): Improvements to Income Tax Disclosures,” which requires more detailed income tax disclosures. The guidance requires entities to disclose disaggregated information about their effective tax rate reconciliation as well as expanded information on income taxes paid by jurisdiction. The guidance is effective for financial statements issued for annual periods beginning after December 15, 2024, with early adoption permitted. The Company is required to adopt this standard prospectively in fiscal year 2026. The Company is currently in the process of evaluating the impact of adoption on its financial statements.

In November 2024, the FASB issued ASU 2024-03, “Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses,” as amended by ASU 2025-01, which requires public business entities to disclose additional information about specific expense categories in the notes to financial statements at interim and annual reporting periods. In particular, this amendment requires public business entities to disclose detailed information about specific costs that are presented in commonly referred expense captions, such as general and administrative expenses. The guidance is effective for financial statements issued for annual reporting periods beginning after December 15, 2026, and interim reporting periods within annual reporting periods beginning after December 15, 2027. Early adoption is permitted. The Company is currently in the process of evaluating the impact of the adoption on its financial statements.

There have been no other significant changes to the Company’s critical accounting policies and estimates during fiscal year 2025.

(16) Risk and Uncertainties – Geopolitical Tensions

The short and long-term implications of Russia’s invasion of Ukraine and Hamas’ attack against Israel are difficult to predict. Because of the highly uncertain and dynamic nature of these events, their impact on the Company’s business, financial condition, or operating results cannot be reasonably estimated at this time.

(17) Subsequent Events

As of December 3, 2025, the filing date of this Annual Report on Form 10-K, management evaluated the existence of events occurring subsequent to the end of fiscal year 2025, and determined the following to be a subsequent event:

On October 29, 2025, the Company announced a quarterly cash dividend of $0.1375 per share paid on November 26, 2025, to shareholders of record as of November 12, 2025. The declaration and payment of dividends to holders of the Company’s common stock, if any, are subject to the discretion of the Company’s Board of Directors. The Company’s Board of Directors will take into account such matters as general economic and business conditions, the Company’s strategic plans, the Company’s financial results and condition, contractual, legal, and regulatory restrictions on the payment of dividends by the Company, and such other factors as the Company’s Board of Directors may consider relevant.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

On November 1, 2024, CBIZ CPAs P.C. acquired the attest business of Marcum LLP. On December 11, 2024, Marcum LLP resigned as the company’s independent registered public accounting firm and with the approval of the audit committee, CBIZ CPAs P.C. was engaged as the company’s independent registered public accounting firm for fiscal year 2025.

ITEM 9A. CONTROLS AND PROCEDURES

MANAGEMENT'S ANNUAL REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rule 13a-15(f) of the Exchange Act. Our internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Our management assessed the effectiveness of our internal control over financial reporting as of September 30, 2025, using the criteria set forth in 2013 Internal Control — Integrated Framework 2013 issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment, our management concluded that, as of September 30, 2025, the Company's internal control over financial reporting was effective based on those criteria.

EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES

Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of our disclosure controls and procedures, as such term is defined under Rule 13a-15(e) and 15d-15(e) of the Exchange Act, as of the end of the period covered by this report. Based on such evaluation, our principal executive officer and principal financial officer have concluded that our disclosure controls and procedures as of September 30, 2025, were effective to provide reasonable assurance that the information required to be disclosed by us in reports filed under the Exchange Act is (i) recorded, processed, summarized, and reported within the time periods specified in the rules and forms of the SEC, and (ii) accumulated and communicated to management, including the principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

CHANGES IN INTERNAL CONTROLS

There have been no changes in internal control over financial reporting as defined in Rules 13a-15(f) of the Exchange Act that occurred during the fiscal quarter ended September 30, 2025, and that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

(c) Rule 10b5-1 Trading Plans

During the three months ended September 30, 2025, no director or officer of the Company adopted or terminated a "Rule 10b5-1 trading arrangement," or "non-Rule 10b5-1 trading arrangement," as each term is defined in Item 408(a) of Regulation S-K.

ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

Not applicable.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE

The information required by this item can be found in our Proxy Statement for our 2026 Annual Meeting ("Proxy Statement") under the captions "Election of Directors," "Corporate Governance," "Delinquent Section 16(A) Reports," and "Executive Officers." Such information is incorporated by reference as if fully set forth in this report.

CODE OF ETHICS

We have adopted a Code of Ethics that applies to our principal executive officer, principal financial officer, executive vice presidents, directors, and all employees. The code has been designed in accordance with the Sarbanes-Oxley Act of 2002 to promote honest and ethical conduct. The code also applies to Hennessy Funds Trust. The Code of Ethics is posted on our website at www.hennessyadvisors.com. In the event we amend or waive any of the provisions of the Code of Ethics, we intend to disclose these actions on our website. We are not including the information contained on our website as part of, or incorporating it by reference into, this report.

Any person may obtain a copy of the Code of Ethics, at no cost, by forwarding a written request to:

Hennessy Advisors, Inc.
7250 Redwood Blvd., Suite 200
Novato, CA 94945
Attention: Teresa Nilsen

ITEM 11. EXECUTIVE COMPENSATION

The information required by this item can be found in the Proxy Statement under the captions "Director Compensation," "Compensation Discussion and Analysis," and "Executive Compensation." Such information is incorporated by reference as if fully set forth in this report.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The information required by this item can be found in the Proxy Statement under the caption "Security Ownership of Certain Beneficial Owners and Management." Such information is incorporated by reference as if fully set forth in this report.

EQUITY COMPENSATION PLAN INFORMATION

Our Omnibus Plan, which was approved by our shareholders, is the only equity compensation plan under which we may issue our common stock.

	September 30, 2025		
Plan Category	**Number of Securities to Be Issued upon Exercise of Outstanding Options, Warrants, and Rights**	**Weighted-Average Exercise Price of Outstanding Options, Warrants, and Rights**	**Number of Securities Available for Future Issuance Under Equity Compensation Plans (2)**
Equity compensation plans approved by security holders (1)	395,365	-	3,510,000
Equity compensation plans not approved by security holders	-	-	-
Total	395,365	-	3,510,000

(1) Securities to be issued pursuant to outstanding RSUs that vest over four years at a rate of 25% per year, for which the weighted average exercise price is zero.

(2) Excludes securities to be issued upon the vesting of outstanding RSUs. The maximum number of shares of common stock that may be issued under the Omnibus Plan is 3,835,000 shares.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required by this item can be found in the Proxy Statement under the caption "Corporate Governance." Such information is incorporated by reference as if fully set forth in this report.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required by this item can be found in the Proxy Statement under the caption "Ratification of Selection of Independent Registered Public Accounting Firm." Such information is incorporated by reference as if fully set forth in this report.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

The financial statements and financial statement schedules for Hennessy Advisors, Inc. are included in Item 8, "Financial Statements and Supplementary Data."

Exhibit Index

Set forth below is a list of all exhibits to this Annual Report on Form 10-K, including those incorporated by reference.

Exhibits

3.1 Amended and Restated Articles of Incorporation (9)
3.2 Sixth Amended and Restated Bylaws (19)
4.1 Description of Securities (15)
4.2 Indenture, dated as of October 20, 2021, by and between the Registrant and U.S. Bank National Association, as trustee (14)
4.3 First Supplemental Indenture, dated as of October 20, 2021, by and between the Registrant and U.S. Bank National Association, as trustee (14)
10.1 License Agreement, dated as of April 10, 2000, between the registrant and Netfolio, Inc. (2)
10.2 Investment Advisory Agreement, dated as of March 23, 2009, between the registrant and Hennessy Funds Trust (on behalf of the Hennessy Cornerstone Large Growth Fund) (3)
10.3 Investment Advisory Agreement, dated as of October 25, 2012, between the registrant and Hennessy Funds Trust (on behalf of the Hennessy Focus Fund, the Hennessy Equity and Income Fund, the Hennessy Gas Utility Fund, the Hennessy Large Cap Financial Fund, the Hennessy Small Cap Financial Fund, and the Hennessy Technology Fund) (4)
10.4 Investment Advisory Agreement, dated as of February 28, 2014, between the registrant and Hennessy Funds Trust (on behalf of the Hennessy Cornerstone Growth Fund, the Hennessy Cornerstone Mid Cap 30 Fund, the Hennessy Cornerstone Value Fund, the Hennessy Total Return Fund, the Hennessy Balanced Fund, the Hennessy Japan Fund, and the Hennessy Japan Small Cap Fund) (6)
10.5 First Amendment to Investment Advisory Agreement, dated as of March 1, 2016, between the registrant and Hennessy Funds Trust (on behalf of the Hennessy Cornerstone Growth Fund, the Hennessy Cornerstone Mid Cap 30 Fund, the Hennessy Cornerstone Value Fund, the Hennessy Total Return Fund, the Hennessy Balanced Fund, the Hennessy Japan Fund, and the Hennessy Japan Small Cap Fund) (8)
10.6 First Amendment to Investment Advisory Agreement, dated as of February 28, 2017, between the registrant and Hennessy Funds Trust (on behalf of the Hennessy Focus Fund, the Hennessy Equity and Income Fund, the Hennessy Gas Utility Fund, the Hennessy Large Cap Financial Fund, the Hennessy Small Cap Financial Fund, and the Hennessy Technology Fund) (16)
10.7 Amended and Restated Investment Advisory Agreement, dated as of February 28, 2022, between the registrant and Hennessy Funds Trust (on behalf of the Hennessy Energy Transition Fund and the Hennessy Midstream Fund) (16)
10.8 Investment Advisory Agreement, dated as of December 22, 2022, between the registrant and Hennessy Funds Trust (on behalf of the Hennessy Sustainable ETF) (16)
10.9 First Amendment to Investment Advisory Agreement, dated as of April 28, 2023, between the registrant and Hennessy Funds Trust (on behalf of the Hennessy Sustainable ETF) (16)
10.10 Second Amendment to Investment Advisory Agreement, dated as of May 12, 2025, between the registrant and Hennessy Funds Trust (on behalf of the Hennessy Sustainable ETF)
10.11 Sub-Advisory Agreement, dated as of October 25, 2012, between the registrant and Broad Run Investment Management, LLC (for the Hennessy Focus Fund) (4)
10.12 Sub-Advisory Agreement, dated as of October 25, 2012, between the registrant and The London Company of Virginia, LLC (for the Hennessy Equity and Income Fund (equity allocation)) (4)
10.13 Sub-Advisory Agreement, dated as of October 25, 2012, between the registrant and FCI Advisors (for the Hennessy Equity and Income Fund (fixed income allocation)) (4)
10.14 Sub-Advisory Agreement, dated as of February 28, 2014, between the registrant and SPARX Asset Management Co., Ltd. (for the Hennessy Japan Fund and the Hennessy Japan Small Cap Fund) (6)
10.15 First Amendment to Sub-Advisory Agreement, dated as of February 28, 2018, between the registrant and SPARX Asset Management Co., Ltd. (for the Hennessy Japan Fund and the Hennessy Japan Small Cap Fund) (12)
10.16 Sub-Advisory Agreement, dated as of December 22, 2022, between the registrant and Stance Capital, LLC (for the Hennessy Sustainable ETF (portfolio composition sub-advisor)) (16)

10.17 First Amendment to Sub-Advisory Agreement, dated as of April 28, 2023, between the registrant and Stance Capital, LLC (for the Hennessy Sustainable ETF (portfolio composition sub-advisor)) (16)
10.18 Second Amendment to Sub-Advisory Agreement, dated as of May 12, 2025, between the registrant and Stance Capital, LLC (for the Hennessy Sustainable ETF (portfolio composition sub-advisor))
10.19 Sub-Advisory Agreement, dated as of July 14, 2023, between the registrant and Vident Advisory, LLC (for the Hennessy Sustainable ETF (trading sub-advisor)) (16)
10.20 First Amendment to Sub-Advisory Agreement, dated as of May 12, 2025, between the registrant and Vident Advisory, LLC (for the Hennessy Sustainable ETF (trading sub-advisor))
10.21 Second Amended and Restated Servicing Agreement, dated as of February 28, 2022, between the registrant and Hennessy Funds Trust (on behalf of all Hennessy Mutual Funds) (16)
10.22 Hennessy Advisors, Inc. 2024 Omnibus Incentive Plan (1)(17)
10.23 Form of Restricted Stock Unit Award Agreement for Employees (1)(17)
10.24 Form of Restricted Stock Unit Award Agreement for Directors and Advisory Committee Members (1)(17)
10.25 Second Amended and Restated Bonus Agreement, dated as of January 26, 2018, between the registrant and Teresa M. Nilsen (1)(11)
10.26 Amended and Restated Bonus Agreement, dated as of October 10, 2016, between the registrant and Daniel B. Steadman (1)(8)
10.27 Employment Agreement, dated as of January 26, 2018, between the registrant and Teresa M. Nilsen (1)(11)
10.28 Fourth Amended and Restated Employment Agreement, dated as of February 22, 2019, between the registrant and Neil J. Hennessy (1)(13)
10.29 First Amendment to the Fourth Amended and Restated Employment Agreement, dated as of February 8, 2024, between the registrant and Neil J. Hennessy (1)(17)
10.30 First Amendment to Employment Agreement, dated as of February 8, 2024, between the registrant and Teresa M. Nilsen (1)(17)
10.31 Second Amendment to the Fourth Amended and Restated Employment Agreement, dated as of September 20, 2024, between the registrant and Neil J. Hennessy (1)(20)
10.32 Second Amendment to Employment Agreement, dated as of September 20, 2024, between the registrant and Teresa M. Nilsen (1)(20)
16.1 Letter from Marcum LLP dated December 16, 2024 (21)
19 Code of Ethics (which includes the Company's Insider Trading Policy) (22)
23.1 Consent of CBIZ CPAs P.C., Independent Registered Public Accounting Firm
23.2 Consent of Marcum LLP, Independent Registered Public Accounting Firm
31.1 Rule 13a-14a Certification of the Principal Executive Officer
31.2 Rule 13a-14a Certification of the Principal Financial Officer
32.1 Written Statement of the Principal Executive Officer, Pursuant to 18 U.S.C. § 1350
32.2 Written Statement of the Principal Financial Officer, Pursuant to 18 U.S.C. § 1350
97 Hennessy Advisors, Inc. Compensation Recovery Policy (1)(16)
101 The following materials from the Annual Report on Form 10-K of the registrant for the year ended September 30, 2025, filed on December 3, 2025, formatted in Inline XBRL: (i) the Balance Sheets; (ii) the Statements of Income and Comprehensive Income; (iii) the Statements of Changes in Stockholders' Equity; (iv) the Statements of Cash Flows; (v) the Notes to Financial Statements; (vi) the information in Part I, Item 1C Cybersecurity; and (vii) the information in Part II, Item 9B Other Information.
104 The Cover Page Interactive Data File (the cover page XBRL tags are embedded in the Inline XBRL document).

Notes:

(1) Management contract or compensatory plan or arrangement.
(2) Incorporated by reference from the Company's Form SB-2 registration statement (SEC File No. 333-66970) filed August 6, 2001.
(3) Incorporated by reference from the Company's Form 10-K for the fiscal year ended September 30, 2009 (SEC File No. 000-49872), filed December 4, 2009.
(4) Incorporated by reference from the Company's Form 10-Q for the quarter ended December 31, 2012 (SEC File No. 000-49872), filed January 17, 2013.
(5) Incorporated by reference from the Company's Current Report on Form 8-K (SEC File No. 000-49872) filed September 18, 2013.
(6) Incorporated by reference from the Company's Form 10-Q for the quarter ended June 30, 2014 (SEC File No. 001-36423), filed August 6, 2014.
(7) Incorporated by reference from the Company's Current Report on Form 8-K (SEC File No. 001-36423) filed October 13, 2016.
(8) Incorporated by reference from the Company's Form 10-K for the fiscal year ended September 30, 2016 (SEC File No. 001-36423), filed December 1, 2016.
(9) Incorporated by reference from the Company's Current Report on Form 8-K (SEC File No. 001-36423) filed March 7, 2017.
(10) Incorporated by reference from the Company's Current Report on Form 8-K (SEC File No. 001-36423) filed May 11, 2017.
(11) Incorporated by reference from the Company's Current Report on Form 8-K (SEC File No. 001-36423) filed January 25, 2018.
(12) Incorporated by reference from the Company's Form 10-Q for the quarter ended March 31, 2018 (SEC File No. 001-36423), filed May 2, 2018.
(13) Incorporated by reference from the Company's Current Report on Form 8-K (SEC File No. 001-36423) filed February 25, 2019.
(14) Incorporated by reference from the Company's Current Report on Form 8-K (SEC File No. 001-36423), filed October 20, 2021.
(15) Incorporated by reference from the Company's Form 10-K for the fiscal year ended September 30, 2021 (SEC File No. 001-36423), filed November 24, 2021.
(16) Incorporated by reference from the Company's Form 10-K for the fiscal year ended September 30, 2023 (SEC File No. 001-36423), filed December 7, 2023.
(17) Incorporated by reference from the Company's Form 10-Q for the quarter ended December 31, 2023 (SEC File No. 001-36423), filed February 8, 2024.
(18) Incorporated by reference to Annex A to the Company's definitive proxy statement on Schedule 14A for the Company's Annual Meeting of Shareholders held on February 8, 2024.
(19) Incorporated by reference from the Company's Current Report on Form 8-K (SEC File No. 001-36423) filed May 8, 2024.
(20) Incorporated by reference from the Company's Current Report on Form 8-K (SEC File No. 001-36423) filed September 20, 2024.
(21) Incorporated by reference from the Company's Current Report on Form 8-K (SEC File No. 001-36423) filed December 16, 2024.
(22) Incorporated by reference from the Company's Form 10-K for the fiscal year ended September 30, 2024 (SEC File No. 001-36423), filed December 11, 2024.

ITEM 16. FORM 10-K SUMMARY

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized:

Hennessy Advisors, Inc.
(Registrant)

Date: December 3, 2025

By: */s/* Teresa M. Nilsen
Teresa M. Nilsen
President, Chief Operating Officer, and Secretary
(As a duly authorized officer on behalf of the registrant and as Principal Executive Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

By: /s/ Kathryn R. Fahy — Date: December 3, 2025
Kathryn R. Fahy
Chief Financial Officer and Senior Vice President
(Principal Financial and Accounting Officer)

By: /s/ Neil J. Hennessy — Date: December 3, 2025
Neil J. Hennessy
Chief Executive Officer and Chairman of the Board of Directors

By: /s/ Henry Hansel — Date: December 3, 2025
Henry Hansel
Director

By: /s/ Brian A. Hennessy — Date: December 3, 2025
Brian A. Hennessy
Director

By: /s/ Lydia Knight-O'Riordan — Date: December 3, 2025
Lydia Knight-O'Riordan
Director

By: /s/ Kiera Newton — Date: December 3, 2025
Kiera Newton
Director

By: /s/ Susan W. Pomilia — Date: December 3, 2025
Susan W. Pomilia
Director

By: /s/ Thomas L. Seavey — Date: December 3, 2025
Thomas L. Seavey
Director

Exhibit 31.1

Rule 13a – 14a Certification of the Principal Executive Officer

I, Teresa M. Nilsen, certify that:

1. I have reviewed this Annual Report on Form 10-K of Hennessy Advisors, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Teresa M. Nilsen
Teresa M. Nilsen, President
Hennessy Advisors, Inc.

Date: December 3, 2025

Exhibit 31.2

Rule 13a – 14a Certification of the Principal Financial Officer

I, Kathryn R. Fahy, certify that:

1. I have reviewed this Annual Report on Form 10-K of Hennessy Advisors, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

/s/ Kathryn R. Fahy
Kathryn R. Fahy, Chief Financial Officer
Hennessy Advisors, Inc.

Date: December 3, 2025

Exhibit 32.1

Written Statement of the Principal Executive Officer
Pursuant to 18 U.S.C. § 1350

Solely for the purposes of complying with 18 U.S.C. § 1350, I, the undersigned President of Hennessy Advisors, Inc. (the "Company"), hereby certify, based on my knowledge, that the Annual Report on Form 10-K of the Company for the year ended September 30, 2025 (the "Report"), fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934 and that information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Teresa M. Nilsen
Teresa M. Nilsen, President
Hennessy Advisors Inc.

Date: December 3, 2025

Exhibit 32.2

Written Statement of the Principal Financial Officer
Pursuant to 18 U.S.C. § 1350

Solely for the purposes of complying with 18 U.S.C. § 1350, I, the undersigned Chief Financial Officer of Hennessy Advisors, Inc. (the "Company"), hereby certify, based on my knowledge, that the Annual Report on Form 10-K of the Company for the year ended September 30, 2025 (the "Report"), fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934 and that information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Kathryn R. Fahy
Kathryn R. Fahy, Chief Financial Officer
Hennessy Advisors, Inc.

Date: December 3, 2025

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