



PMC DIVERSIFIED EQUITY FUND
A SERIES OF TRUST FOR PROFESSIONAL MANAGERS
615 EAST MICHIGAN STREET
MILWAUKEE, WI 53202

INFORMATION STATEMENT

NOTICE OF APPOINTMENT OF NEW SUB-ADVISER

A Notice of Internet Availability of this Information Statement is being mailed on or about July 14, 2017 to shareholders of record as of June 30, 2017 (the "Record Date"). The Information Statement is being provided to shareholders of the PMC Diversified Equity Fund (the "Fund"), a series of Trust for Professional Managers (the "Trust"), a Delaware statutory trust with principal offices located at 615 East Michigan Street, Milwaukee, WI 53202, in lieu of a proxy statement, pursuant to the terms of an exemptive order that the Fund, the Trust and the investment adviser to the Fund, Envestnet Asset Management, Inc. (the "Adviser"), received from the U.S. Securities and Exchange Commission ("SEC") effective as of September 26, 2007. The exemptive order permits the Adviser, subject to approval of the Trust's Board of Trustees (the "Board of Trustees" or the "Trustees"), to enter into or materially amend sub-advisory agreements without obtaining shareholder approval, subject to the condition that an Information Statement (or a Notice of Internet Availability of Information Statement) is provided to shareholders of the Fund.

**IMPORTANT NOTICE REGARDING THE INTERNET AVAILABILITY OF
THIS INFORMATION STATEMENT**
This Information Statement is available at
<http://www.investpmc.com/solutions/portfolios>.

**WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED
NOT TO SEND US A PROXY.**

The Fund will bear the expenses incurred with preparing and distributing this Information Statement. One Notice of Internet Availability of this Information Statement may be delivered to shareholders sharing the same address unless the Fund has received contrary instructions from a shareholder.

YOU MAY OBTAIN A COPY OF THE FUND'S MOST RECENT ANNUAL OR SEMI-ANNUAL REPORT TO SHAREHOLDERS, FREE OF CHARGE, BY VISITING THE FUND'S WEBSITE AT [HTTP://WWW.INVESTPMC.COM/SOLUTIONS/PORTFOLIOS](http://WWW.INVESTPMC.COM/SOLUTIONS/PORTFOLIOS), BY WRITING TO THE FUND, C/O U.S. BANCORP FUND SERVICES, LLC, P.O. BOX 701, MILWAUKEE, WI 53201-0701, OR BY CALLING (TOLL-FREE) (866) PMC-7338.

THE ADVISER AND ITS ADVISORY AGREEMENT

Pursuant to an Investment Advisory Agreement dated June 15, 2010 (the “Advisory Agreement”) with the Trust, on behalf of the Fund, the Adviser, an Illinois corporation headquartered at 35 East Wacker Drive, Suite 2400, Chicago, Illinois 60601, serves as the investment adviser to the Fund. The Advisory Agreement was last submitted to a vote of the shareholders of the Fund on June 11, 2010. Currently, the Advisory Agreement continues in effect from year to year only if such continuance is specifically approved at least annually by the Board of Trustees or by vote of a majority of the Fund’s outstanding voting securities and by a majority of trustees of the Trust who are not parties to the Advisory Agreement or interested persons of any such party, at a meeting called for the purpose of voting on the Advisory Agreement. The Advisory Agreement is terminable without penalty by the Trust on behalf of the Fund or by vote of a majority of the outstanding voting securities of the Fund, upon 60 days’ written notice when authorized either by a majority vote of the Fund’s shareholders or by a vote of a majority of the Board of Trustees, or by the Adviser upon 60 days’ written notice to the Fund, and will automatically terminate in the event of its “assignment,” as defined in the Investment Company Act of 1940, as amended (the “1940 Act”).

The Advisory Agreement provides that the Adviser, in the absence of willful misfeasance, bad faith, gross negligence, or reckless disregard of its obligations or duties under the Advisory Agreement, will not be subject to liability to the Trust or the Fund or any shareholder of the Fund for any act or omission in the course of, or in connection with, rendering services under the Advisory Agreement or for any losses that may be sustained in the purchase, holding or sale of any security by the Fund. In addition, each party to the Advisory Agreement is indemnified by the other against any loss, liability, claim, damage or expense arising out of such indemnified party’s performance or non-performance of any duties under the Advisory Agreement, except in the case of willful misfeasance, bad faith or negligence in the performance of its duties or by reason of reckless disregard of its obligations and duties.

As compensation for its services, the Adviser receives the following management fee from the Fund:

Management Fee (as a percentage of average daily net assets)		
	More than \$500 million but less than	
\$500 million or less	\$1 billion	\$1 billion or more
0.950%	0.925%	0.900%

The Adviser pays each of the Fund’s sub-advisers a sub-advisory fee out of the management fee received by the Adviser. The Adviser currently utilizes four sub-advisers, all of whom are currently active in managing the Fund. Under the Advisory Agreement, the Adviser monitors the performance of the sub-advisers on an ongoing basis. Factors the Adviser considers with respect to each sub-adviser include, among others:

- the qualifications of the sub-adviser’s investment personnel;
- the sub-adviser’s investment philosophy and process; and
- the sub-adviser’s long-term performance results.

Each sub-adviser serves pursuant to a separate sub-advisory agreement between the Adviser and the sub-adviser under which the sub-adviser manages a portion of the Fund’s investment portfolio allocated to it by the Adviser, and provides related compliance and record-keeping services.

BOARD APPROVAL AND EVALUATION OF THE NEW SUB-ADVISORY AGREEMENT

At a meeting of the Board of Trustees held on April 20, 2017 (the “April 2017 Meeting”), the Board of Trustees, including a majority of the trustees who are not “interested persons” of the Trust within the meaning of the 1940 Act (the “Independent Trustees”), reviewed the various factors relevant to its consideration of the investment sub-advisory agreement between the Adviser and Epoch Investment Partners, Inc. (“Epoch”) (the “Sub-Advisory Agreement”) and the Board of Trustees’ legal responsibilities related to such consideration. After analysis and discussions of the factors identified below, the Board of Trustees, including a majority of the Independent Trustees, approved the Sub-Advisory Agreement for an initial two-year term beginning on May 1, 2017.

Nature, Extent and Quality of Services to be Provided by Epoch to the Fund: The Trustees considered the nature, extent and quality of services to be provided by Epoch to the Fund. The Trustees considered Epoch’s specific responsibilities in all aspects of day-to-day management of a portion of the Fund’s assets, as well as the qualifications, experience and responsibilities of William J. Booth, Glen Petraglia, Lilian Quah and William W. Priest, who would serve as the portfolio managers for the segment of the Fund’s assets managed by Epoch, and other key personnel at Epoch. The Trustees concluded that Epoch had sufficient quality and depth of personnel, resources, investment methods and compliance policies and procedures essential to performing its duties under the Sub-Advisory Agreement and that the nature, overall quality and extent of the management services to be provided to the Fund were satisfactory and reliable.

Investment Performance of Epoch: In assessing the portfolio management services to be provided by Epoch, the Board considered the qualifications, background and experience of the portfolio managers and the performance of a composite of other accounts managed by Epoch using a similar strategy to that which would be applied to Epoch’s segment of the Fund, as compared to a benchmark index. The Trustees concluded that the Fund and its shareholders were likely to benefit from Epoch’s management.

Costs of Services to be Provided and Profitability to be Realized: The Trustees reviewed and considered the sub-advisory fees payable by the Adviser to Epoch under the Sub-Advisory Agreement. Since Epoch’s sub-advisory fees would be paid by the Adviser, the overall advisory fee paid by the Fund would not be directly affected by Epoch’s sub-advisory fee. Consequently, the Trustees did not consider the costs of services to be provided by Epoch or its profitability from its relationship with the Fund to be material factors for consideration given that Epoch is not affiliated with the Adviser and, therefore, the sub-advisory fees were negotiated on an arm’s-length basis. Based on all these factors, the Trustees concluded that the sub-advisory fees to be paid to Epoch by the Adviser were reasonable in light of the services to be provided under the Sub-Advisory Agreement.

Extent of Economies of Scale to be Realized: Since the sub-advisory fees payable to Epoch would not be paid by the Fund, the Trustees did not consider whether the sub-advisory fees should reflect any potential economies of scale that might be realized as the Fund’s assets increase.

Benefits Derived from the Relationship with the Fund: The Trustees considered the direct and indirect benefits that could be received by Epoch from its association with the Fund. The Trustees concluded that the benefits that Epoch may receive, such as greater name recognition and increased ability to obtain research and brokerage services, appear to be reasonable, and in many cases may benefit the Fund.

The recommendation to hire Epoch was made by the Adviser in the ordinary course of its ongoing evaluation of its sub-advisers. Importantly, the recommendation to hire Epoch to manage a portion of the Fund’s assets was based on an evaluation of the qualifications of Epoch’s investment personnel, investment philosophy and process and long-term performance results, among other factors, including the Adviser’s analysis that Epoch’s investment strategy is complementary to the investment strategy of Fund’s other sub-advisers.

Conclusions: The Trustees considered all of the foregoing factors. In considering the Sub-Advisory Agreement, the Trustees did not identify any one factor as all-important, but rather considered all of these factors collectively in light of the Fund's surrounding circumstances. Based on this review, the Trustees, including a majority of the Independent Trustees, concluded the approval of the Sub-Advisory Agreement, including the sub-advisory fees, would be in the best interests of the Fund and its shareholders.

INFORMATION REGARDING THE SUB-ADVISORY AGREEMENT

The sub-advisory fees each sub-adviser receives for its services to the Fund are paid from the Adviser's management fees. For the fiscal year ended August 31, 2016, for its services under its investment advisory agreement with the Trust, the Adviser received a management fee of 0.90% (net of fee waivers) of the average net assets of the Fund, computed daily and payable monthly. The Adviser has contractually committed to waive its management fees and/or reimburse expenses of the Fund to ensure that Total Annual Fund Operating Expenses (exclusive of front-end or contingent deferred loads, taxes, leverage, interest, brokerage commissions, expenses incurred in connection with any merger or reorganization, dividends or interest expenses on short positions, acquired fund fees and expenses or extraordinary expenses such as litigation) do not exceed 1.35% of the Fund's average net assets through at least December 29, 2017. In addition, the Adviser may voluntarily agree to waive a portion of the management fees payable to it above and beyond any amount waived under such agreement.

For the fiscal year ended August 31, 2016, the Fund incurred management fees of \$3,823,504. The Adviser waived \$219,834 in management fees. The management fee after waiver was \$3,603,670. The fees paid to sub-advisers are individually negotiated between the Adviser and each sub-adviser and may vary. The aggregate sub-advisory fees paid by the Adviser for the fiscal year ended August 31, 2016 were \$1,543,042 or 0.38% of net assets.

The Sub-Advisory Agreement was approved by the Board of Trustees at the April 2017 Meeting for an initial term of two years beginning on May 1, 2017. Thereafter, continuance of the Sub-Advisory Agreement will require annual approval by the Board of Trustees or the vote of a majority of the outstanding voting securities of the Fund, and the vote of a majority of the Trustees who are not parties to the Sub-Advisory Agreement and are Independent Trustees. The Sub-Advisory Agreement is terminable without penalty (i) by the Trust, on behalf of the Fund, by the Board of Trustees, by the Adviser or by the vote of a majority of the outstanding voting securities of the Fund, upon 60 days' written notice to Epoch, and (ii) by Epoch upon 60 days' written notice to the Fund and the Adviser. The Sub-Advisory Agreement provides that it will terminate automatically in the event of its "assignment" within the meaning of the 1940 Act, except as otherwise provided by applicable law or the exemptive order.

Other than the effective and renewal dates, and the rate of compensation paid by the Adviser to particular sub-advisers, the terms of the Sub-Advisory Agreement are substantially similar to the sub-advisory agreements between the Adviser and the other sub-advisers of the Fund. The Sub-Advisory Agreement provides that Epoch, among other duties, will make all investment decisions for the portion of the Fund's assets allocated to Epoch as described in the Fund's prospectus. Epoch, subject to the supervision of the Board of Trustees and the Adviser, will conduct an ongoing program of investment, evaluation, and, if appropriate, sale and reinvestment of the portion of the Fund's assets allocated to Epoch. Epoch also will perform certain other administrative and compliance-related functions in connection with the management of its allocated portion of the Fund's assets.

The Sub-Advisory Agreement provides that the Adviser will compensate Epoch on the basis of current net assets of that portion of the Fund’s portfolio allocated to Epoch. The Adviser compensates Epoch from the management fees that it receives from the Fund. Epoch generally will pay all expenses it incurs in connection with its activities under the Sub-Advisory Agreement, other than the costs of the Fund’s portfolio securities and other investments.

INFORMATION ABOUT EPOCH INVESTMENT PARTNERS, INC.

Epoch is a registered investment adviser located at 399 Park Avenue, 31st Floor, New York, NY 10022. Epoch is a wholly-owned subsidiary of Toronto Dominion Bank. Epoch provides investment management and investment advisory services to investment companies and other institutional accounts. As of March 31, 2017, Epoch had \$47.1 billion in assets under management.

The following table provides information on the principal executive officers and directors of Epoch:

Name and Address*	Title and Principal Occupation
William W. Priest	Chief Executive Officer / Co-Chief Investment Officer / Director
Timothy T. Taussig	President / Chief Operating Officer / Director
David A. Barnett	Chief Compliance Officer
Adam Borak	Chief Financial Officer
David N. Pearl	Executive Vice President / Co-Chief Investment Officer
Bharat Masrani	Director
Leo Salom	Director
Greg Braca	Director

* The principal mailing address of each individual is that of Epoch’s principal offices as stated above.

William J. Booth, CFA, Glen Petraglia, CFA, Lilian Quah, CFA, and William W. Priest, CFA are the co-Portfolio Managers for the segment of the Fund’s assets managed by Epoch.

William J. Booth, CFA[®]

Mr. Booth is the director of non-U.S. research and is a portfolio manager for Epoch’s Non-U.S. Equity and Global strategies. Mr. Booth joined Epoch in 2009 from PioneerPath Capital, which is a long/short equity hedge fund where he was a consumer and retail analyst. Prior to PioneerPath, he was a senior analyst at Level Global where he focused on the consumer and industrial sectors. Mr. Booth also held an equity research position at Louis Dreyfus Commodities and was a credit analyst with Citigroup. Mr. Booth holds a BS in Chemical Engineering from Yale University and an MBA from New York University’s Leonard N. Stern School of Business. Mr. Booth holds the Chartered Financial Analyst designation.

Glen Petraglia, CFA[®]

Mr. Petraglia is a portfolio manager and an equity research analyst for Epoch’s Non-U.S. Equity strategy. Prior to joining Epoch in 2014, Mr. Petraglia was a generalist portfolio manager and an analyst at Standard Life Investments in Boston, where he focused on consumer staples, restaurants and regional banks. Before Standard Life, he held positions at Citigroup and Nabisco. Mr. Petraglia received his BS from Providence College, an MBA from New York University’s Leonard N. Stern School of Business and holds the Chartered Financial Analyst designation.

Lilian Quah, CFA[®]

Ms. Quah is a portfolio manager, the director of quantitative research, and a member of the Quantitative Research and Risk Management team at Epoch. Prior to joining Epoch in 2013, she spent five years at AllianceBernstein, where she was a senior quantitative analyst in the Value Equities Group. Before Bernstein, Ms. Quah was a senior consultant in the finance practice at the ERS Group, an economics consulting firm. Ms. Quah has a BA in Economics from Wellesley College and a Masters in Economics from Stanford University. Ms. Quah holds the Chartered Financial Analyst designation.

William W. Priest, CFA[®]

Mr. Priest is Chief Executive Officer and Co-Chief Investment Officer of Epoch Investment Partners. He is a portfolio manager for Epoch's global equity investment strategies and leads the Investment Policy Group, a forum for analyzing broader secular and cyclical trends that Epoch believes will influence investment opportunities. Prior to co-founding Epoch in 2004 with David Pearl, Tim Taussig and Phil Clark, Mr. Priest was a Co-Managing Partner and portfolio manager at Steinberg Priest & Sloane Capital Management, LLC for three years. Before joining Steinberg Priest, he was a member of the Global Executive Committee of Credit Suisse Asset Management (CSAM), Chairman and Chief Executive Officer of Credit Suisse Asset Management Americas and CEO and portfolio manager of its predecessor firm BEA Associates, which he co-founded in 1972. Mr. Priest holds the Chartered Financial Analyst designation, is a former CPA and a graduate of Duke University and the University of Pennsylvania Wharton Graduate School of Business. Mr. Priest is a member of the Council on Foreign Relations.

Other Investment Companies Advised or Sub-Advised by Epoch. Epoch does not currently act as an investment adviser or sub-adviser to any registered investment companies having similar investment objectives and policies to those of the Fund.

BROKERAGE COMMISSIONS

For the fiscal year ended August 31, 2016, the Fund paid \$241,215 in brokerage commissions. No brokerage commissions were paid to any affiliated brokers.

For the fiscal year ended August 31, 2016, the Fund did not direct any brokerage transactions to a broker because of research services provided.

ADDITIONAL INFORMATION ABOUT PMC DIVERSIFIED EQUITY FUND

ADMINISTRATOR

U.S. Bancorp Fund Services, LLC, located at 615 East Michigan Street, Milwaukee, WI 53202, serves as the administrator of the Fund.

PRINCIPAL UNDERWRITER

Foreside Fund Services, LLC, a subsidiary of the Foreside Financial Group, located at Three Canal Street, Suite 100, Portland, ME 04101, serves as the principal underwriter and distributor of the Fund.

TRANSFER AGENT

U.S. Bancorp Fund Services, LLC, located at 615 East Michigan Street, Milwaukee, WI 53202, provides transfer agency services to the Fund.

CUSTODIAN

U.S. Bank N.A., located at 1555 North River Center Drive, Suite 302, Milwaukee, WI 53212, provides custody services for the Fund.

FINANCIAL INFORMATION

The Fund's most recent annual report and semi-annual report are available on request, without charge, by writing to PMC Diversified Equity Fund, c/o U.S. Bancorp Fund Services, LLC, P.O. Box 701, Milwaukee, WI 53201-0701 or calling (toll-free) (866) PMC-7338.

RECORD OF BENEFICIAL OWNERSHIP

A principal shareholder is any person who owns of record or beneficially 5% or more of the outstanding shares of the Fund. A control person is one who owns beneficially or through controlled companies more than 25% of the voting securities of a company or acknowledges the existence of control. Shareholders with a controlling interest could affect the outcome of voting or the direction of management of the Fund. For each control person listed that is a company, the jurisdiction under the laws of which the company is organized (if applicable) and the company's parent entity are listed. As of the Record Date, the following shareholders were considered to be either a control person or principal shareholder of the Fund:

Name and Address	Number of Shares	% of Ownership	Type of Ownership	Parent Company	Jurisdiction
National Financial Services LLC 1300 South Clinton Street, Suite 150 P.O. Box 2239 Fort Wayne, IN 46801-2239	18,914,619.003	78.81%	Record	Fidelity Global Brokerage Group, Inc.	DE
Pershing LLC P.O. Box 2052 Jersey City, NJ 07303-2052	3,925,157.742	16.35%	Record	N/A	N/A

As of the date of this Information Statement, the Board members and officers of the Trust as a group did not own any outstanding shares of the Fund.

SHAREHOLDER PROPOSALS

The Fund is not required to hold regular meetings of shareholders each year. Meetings of shareholders are held from time to time and shareholder proposals intended to be presented at future meetings must be submitted in writing to the Fund in reasonable time prior to the solicitation of proxies for the meeting.

DELIVERY OF SHAREHOLDER DOCUMENTS

Only one copy of the Notice of Internet Availability of Information Statement and other documents related to the Fund, such as annual reports, proxy materials, quarterly statements, etc., is being delivered to multiple shareholders sharing an address, unless the Trust has received contrary instructions from one or more shareholders. Shareholders sharing an address who are currently receiving a single copy of such documents and who wish to receive a separate copy of such documents may make such request by contacting the Fund in writing at PMC Diversified Equity Fund, c/o U.S. Bancorp Fund Services, LLC, P.O. Box 701, Milwaukee, WI 53201-0701 or by calling (toll-free) (866) PMC-7338. Such copies will be delivered promptly upon request. Shareholders sharing an address who are currently receiving multiple copies of such documents and who wish to receive delivery of a single copy of such documents may make such request by contacting the Fund at the same address or telephone number.