

SEMIANNUAL REPORT

FRANKLIN VALUE INVESTORS TRUST

April 30, 2024



FRANKLIN
TEMPLETON

Franklin MicroCap Value Fund

Franklin Mutual U.S. Mid Cap Value Fund

Franklin Small Cap Value Fund

The Securities and Exchange Commission has adopted new regulations that will result in changes to the design and delivery of annual and semiannual shareholder reports beginning in July 2024.

If you have previously elected to receive shareholder reports electronically, you will continue to do so and need not take any action.

Otherwise, paper copies of the Fund's shareholder reports will be mailed to you beginning in July 2024. If you would like to receive shareholder reports and other communications from the Fund electronically instead of by mail, you may make that request at any time by contacting your financial intermediary (such as a broker-dealer or bank) or, if you are a direct investor, enrolling at franklintempleton.com.

You may access franklintempleton.com by scanning the code below.



Not FDIC Insured | May Lose Value | No Bank Guarantee

Contents

Franklin MicroCap Value Fund	2
Franklin Mutual U.S. Mid Cap Value Fund	7
Franklin Small Cap Value Fund	12
Financial Highlights and Schedules of Investments	17
Financial Statements	40
Notes to Financial Statements.....	45
Shareholder Information	60

Visit **franklintempleton.com** for fund updates, to access your account, or to find helpful financial planning tools.

Franklin MicroCap Value Fund

This semiannual report for Franklin Micro Cap Value Fund covers the period ended April 30, 2024. As approved by the Board of Trustees of the Trust, effective May 22, 2024, the Fund changed its name to the Franklin Mutual Small-Mid Cap Value Fund; the Fund's 80% investment policy changed to focus on investments of small-capitalization and mid-capitalization companies; the Fund's investment management fee schedule was reduced; and the Fund's primary benchmark changed to the Russell 2500® Value Index. The information below reflects the Fund's investment goal, strategies, policies, risks and the Fund's primary benchmark index that were in effect during the reporting period.

Fund Overview

Your Fund's Goal and Main Investments

The Fund seeks high total return, of which capital appreciation and income are components. The Fund normally invests at least 80% of its net assets in securities of microcap companies with total market capitalizations of \$1 billion or less or within the bottom 40% of the Russell 2000® Value Index, whichever is higher at the time of purchase. The Fund generally invests in equity securities, predominantly common stocks, of companies that we believe are undervalued and have the potential for capital appreciation. The Fund may invest up to 25% of its total assets in foreign securities.

Performance Overview

The Fund's Class A shares posted a +8.03% cumulative total return for the six months under review. In comparison, the Russell 2000® Value Index, which measures the performance of those Russell 2000® Index companies with relatively lower price-to-book ratios and lower forecasted growth rates, posted a +18.09% cumulative total return for the same period.¹ You can find more of the Fund's performance data in the Performance Summary beginning on page 4.

Performance data represent past performance, which does not guarantee future results. Investment return and principal value will fluctuate, and you may have a gain or loss when you sell your shares. Current performance may differ from figures shown. For most recent month-end performance, go to franklintempleton.com or call (800) 342-5236.

1. Source: Morningstar.

The index is unmanaged and includes reinvestment of any income or distributions. It does not reflect any fees, expenses or sales charges. One cannot invest directly in an index, and an index is not representative of the Fund's portfolio.

Important data provider notices and terms available at www.franklintempletondatasources.com.

The dollar value, number of shares or principal amount, and names of all portfolio holdings are listed in the Fund's Schedule of Investments (SOI). The SOI begins on page 20.

Portfolio Composition

4/30/24

	% of Total Net Assets
Banks	20.5%
Machinery	12.2%
Construction & Engineering	6.6%
Energy Equipment & Services	5.4%
Diversified REITs	3.8%
Insurance	3.7%
Textiles, Apparel & Luxury Goods	3.7%
Specialty Retail	3.3%
Capital Markets	3.2%
Biotechnology	3.1%
Oil, Gas & Consumable Fuels	3.0%
Professional Services	2.9%
Health Care Equipment & Supplies	2.8%
Interactive Media & Services	2.5%
Other*	19.2%
Short-Term Investments & Other Net Assets	4.1%

*Categories within the Other category are listed in full in the Fund's Schedule of Investments (SOI), which can be found later in this report.

Top 10 Holdings

4/30/24

Company Industry, Country	% of Total Net Assets
iShares Russell 2000 Value ETF <i>Capital Markets, United States</i>	3.2%
VAALCO Energy, Inc. <i>Oil, Gas & Consumable Fuels, United States</i>	3.0%
Miller Industries, Inc. <i>Machinery, United States</i>	2.9%
Matrix Service Co. <i>Construction & Engineering, United States</i>	2.8%
Helix Energy Solutions Group, Inc. <i>Energy Equipment & Services, United States</i>	2.7%
Northeast Bank <i>Banks, United States</i>	2.7%
Sterling Infrastructure, Inc. <i>Construction & Engineering, United States</i>	2.6%
L B Foster Co. <i>Machinery, United States</i>	2.6%
QuinStreet, Inc. <i>Interactive Media & Services, United States</i>	2.5%
First Business Financial Services, Inc. <i>Banks, United States</i>	2.2%

Effective May 22, 2024, Steve Raineri, senior portfolio manager of the Fund's investment manager, was added as the lead portfolio manager of the Fund.

Thank you for your participation in Franklin MicroCap Value Fund. We look forward to continuing to serve your investment needs as we pursue our new investment strategy as the Franklin Mutual Small-Mid Cap Value Fund.

Oliver H. Wong, CFA
Portfolio Manager

Performance Summary as of April 30, 2024

The performance table does not reflect any taxes that a shareholder would pay on Fund dividends, capital gain distributions, if any, or any realized gains on the sale of Fund shares. Total return reflects reinvestment of the Fund's dividends and capital gain distributions, if any, and any unrealized gains or losses. Your dividend income will vary depending on dividends or interest paid by securities in the Fund's portfolio, adjusted for operating expenses of each class. Capital gain distributions are net profits realized from the sale of portfolio securities.

Performance as of 4/30/24¹

*Cumulative total return excludes sales charges. Average annual total return includes maximum sales charges. Sales charges will vary depending on the size of the investment and the class of share purchased. The maximum is 5.50% and the minimum is 0%. **Class A:** 5.50% maximum initial sales charge; **Advisor Class:** no sales charges. For other share classes, visit franklintempleton.com.*

Share Class	Cumulative Total Return ²	Average Annual Total Return ³
A⁴		
6-Month	+8.03%	+2.09%
1-Year	+11.35%	+5.21%
5-Year	+47.97%	+6.94%
10-Year	+70.67%	+4.89%
Advisor		
6-Month	+8.15%	+8.15%
1-Year	+11.65%	+11.65%
5-Year	+49.78%	+8.42%
10-Year	+74.91%	+5.75%

Performance data represent past performance, which does not guarantee future results. Investment return and principal value will fluctuate, and you may have a gain or loss when you sell your shares. Current performance may differ from figures shown. For most recent month-end performance, go to franklintempleton.com or call (800) 342-5236.

See page 5 for Performance Summary footnotes.

Distributions (11/1/23–4/30/24)

Share Class	Net Investment Income	Long-Term Capital Gain	Total
A	\$0.1838	\$1.2746	\$1.4584
R6	\$0.2718	\$1.2746	\$1.5464
Advisor	\$0.2487	\$1.2746	\$1.5233

Total Annual Operating Expenses⁵

Share Class	With Fee Waiver	Without Fee Waiver
A	1.16%	1.19%
Advisor	0.91%	0.94%

Each class of shares is available to certain eligible investors and has different annual fees and expenses, as described in the prospectus.

Events such as the spread of deadly diseases, disasters, and financial, political or social disruptions, may heighten risks and adversely affect performance.

All investments involve risks, including possible loss of principal. Small- and mid-cap stocks involve greater risks and volatility than large-cap stocks. International investments are subject to special risks, including currency fluctuations and social, economic and political uncertainties, which could increase volatility. These risks are magnified in emerging markets. The investment style may become out of favor, which may have a negative impact on performance. The manager may consider environmental, social and governance (ESG) criteria in the research or investment process; however, ESG considerations may not be a determinative factor in security selection. In addition, the manager may not assess every investment for ESG criteria, and not every ESG factor may be identified or evaluated. These and other risks are discussed in the Fund's prospectus.

1. Gross expenses are the Fund's total annual operating expenses as of the Fund's prospectus available at the time of publication. Actual expenses may be higher and may impact portfolio returns. Net expenses reflect contractual fee waivers, expense caps and/or reimbursements, which cannot be terminated prior to 02/28/2026 without Board consent. Additional amounts may be voluntarily waived and/or reimbursed and may be modified or discontinued at any time without notice.
2. Cumulative total return represents the change in value of an investment over the periods indicated.
3. Average annual total return represents the average annual change in value of an investment over the periods indicated. Return for less than one year, if any, has not been annualized.
4. Prior to 9/10/18, these shares were offered at a higher initial sales charge of 5.75%, thus actual returns (with sales charges) would have differed. Average annual total returns (with sales charges) have been restated to reflect the current maximum initial sales charge of 5.50%.
5. Figures are as stated in the Fund's current prospectus and may differ from the expense ratios disclosed in the Your Fund's Expenses and Financial Highlights sections in this report. In periods of market volatility, assets may decline significantly, causing total annual Fund operating expenses to become higher than the figures shown. Important data provider notices and terms available at www.franklintempletondatasources.com.

Your Fund's Expenses

As a Fund shareholder, you can incur two types of costs: (1) transaction costs, including sales charges (loads) on Fund purchases and redemptions; and (2) ongoing Fund costs, including management fees, distribution and service (12b-1) fees, and other Fund expenses. All mutual funds have ongoing costs, sometimes referred to as operating expenses. The table below shows ongoing costs of investing in the Fund and can help you understand these costs and compare them with those of other mutual funds. The table assumes a \$1,000 investment held for the six months indicated.

Actual Fund Expenses

The table below provides information about actual account values and actual expenses in the columns under the heading "Actual." In these columns the Fund's actual return, which includes the effect of Fund expenses, is used to calculate the "Ending Account Value" for each class of shares. You can estimate the expenses you paid during the period by following these steps (*of course, your account value and expenses will differ from those in this illustration*): Divide your account value by \$1,000 (*if your account had an \$8,600 value, then $\$8,600 \div \$1,000 = 8.6$*). Then multiply the result by the number in the row for your class of shares under the headings "Actual" and "Expenses Paid During Period" (*if Actual Expenses Paid During Period were \$7.50, then $8.6 \times \$7.50 = \64.50*). In this illustration, the actual expenses paid this period are \$64.50.

Hypothetical Example for Comparison with Other Funds

Under the heading "Hypothetical" in the table, information is provided about hypothetical account values and hypothetical expenses based on the Fund's actual expense ratio and an assumed rate of return of 5% per year before expenses, which is not the Fund's actual return. This information may not be used to estimate the actual ending account balance or expenses you paid for the period, but it can help you compare ongoing costs of investing in the Fund with those of other funds. To do so, compare this 5% hypothetical example for the class of shares you hold with the 5% hypothetical examples that appear in the shareholder reports of other funds.

Please note that expenses shown in the table are meant to highlight ongoing costs and do not reflect any transactional costs. Therefore, information under the heading "Hypothetical" is useful in comparing ongoing costs only, and will not help you compare total costs of owning different funds. In addition, if transactional costs were included, your total costs would have been higher.

Share Class	Beginning Account Value 11/1/23	Actual (actual return after expenses)		Hypothetical (5% annual return before expenses)		Net Annualized Expense Ratio ²
		Ending Account Value 4/30/24	Expenses Paid During Period 11/1/23–4/30/24 ^{1,2}	Ending Account Value 4/30/24	Expenses Paid During Period 11/1/23–4/30/24 ^{1,2}	
A	\$1,000	\$1,080.30	\$6.28	\$1,018.83	\$6.09	1.21%
R6	\$1,000	\$1,082.00	\$4.53	\$1,020.52	\$4.39	0.87%
Advisor	\$1,000	\$1,081.50	\$4.99	\$1,020.07	\$4.84	0.96%

1. Expenses are equal to the annualized expense ratio for the six-month period as indicated above—in the far right column—multiplied by the simple average account value over the period indicated, and then multiplied by 182/366 to reflect the one-half year period.

2. Reflects expenses after fee waivers and expense reimbursements. Does not include acquired fund fees and expenses.

Franklin Mutual U.S. Mid Cap Value Fund

This semiannual report for Franklin Mutual U.S. Mid Cap Value Fund covers the period ended April 30, 2024.

Fund Overview

Your Fund's Goal and Main Investments

The Fund seeks high total return, of which capital appreciation and income are components. The Fund normally invests at least 80% of its net assets in U.S. mid cap securities. Mid capitalization companies are companies with market capitalizations equal to those within the universe of the Russell Midcap® Value Index at the time of purchase. The Fund invests primarily in equity securities (including securities convertible into, or that we expect to be exchanged for, common or preferred stock) of U.S. companies that we believe are available at market prices less than their fundamental value. The Fund currently does not expect to invest more than 10% of its net assets in non-U.S. securities.

Performance Overview

The Fund's Class A shares posted a +16.88% cumulative total return for the six months under review. In comparison, the Russell MidCap® Value Index, which is market capitalization weighted and measures the performance of those Russell Midcap® Index companies with relatively lower price-to-book ratios and lower forecasted growth rates, posted a +20.97% cumulative total return.¹ You can find more of the Fund's performance data in the Performance Summary beginning on page 9.

Performance data represent past performance, which does not guarantee future results. Investment return and principal value will fluctuate, and you may have a gain or loss when you sell your shares. Current performance may differ from figures shown. For most recent month-end performance, go to franklintempleton.com or call (800) 342-5236.

1. Source: Morningstar.

The index is unmanaged and includes reinvestment of any income or distributions. It does not reflect any fees, expenses or sales charges. One cannot invest directly in an index, and an index is not representative of the Fund's portfolio.

Important data provider notices and terms available at www.franklintempletondatasources.com.

The dollar value, number of shares or principal amount, and names of all portfolio holdings are listed in the Fund's Schedule of Investments (SOI). The SOI begins on page 28.

Portfolio Composition

4/30/24

	% of Total Net Assets
Electric Utilities	6.6%
Aerospace & Defense	5.9%
Chemicals	5.7%
Professional Services	4.9%
Banks	4.8%
Financial Services	4.8%
Machinery	4.6%
Insurance	4.1%
Health Care Providers & Services	4.0%
Trading Companies & Distributors	3.7%
Oil, Gas & Consumable Fuels	3.4%
Energy Equipment & Services	3.1%
Health Care Equipment & Supplies	2.8%
Real Estate Management & Development	2.8%
Other*	34.7%
Short-Term Investments & Other Net Assets	4.1%

*Categories within the Other category are listed in full in the Fund's Schedule of Investments (SOI), which can be found later in this report.

Top 10 Holdings

4/30/24

Company Industry, Country	% of Total Net Assets
Entergy Corp. <i>Electric Utilities, United States</i>	2.8%
PPL Corp. <i>Electric Utilities, United States</i>	2.7%
PNC Financial Services Group, Inc. (The) <i>Banks, United States</i>	2.7%
Parker-Hannifin Corp. <i>Machinery, United States</i>	2.3%
Kraft Heinz Co. (The) <i>Food Products, United States</i>	2.3%
Brixmor Property Group, Inc. <i>Retail REITs, United States</i>	2.3%
Dover Corp. <i>Machinery, United States</i>	2.3%
Ferguson plc <i>Trading Companies & Distributors, United States</i>	2.1%
Williams Cos., Inc. (The) <i>Oil, Gas & Consumable Fuels, United States</i>	2.1%
Citizens Financial Group, Inc. <i>Banks, United States</i>	2.1%

Thank you for your participation in Franklin Mutual U.S. Mid Cap Value Fund. We look forward to continuing to serve your investment needs.

Grace Hoefig
Lead Portfolio Manager

Srini Vijay, CFA
Stephen Shunk, CFA

Portfolio Management Team

Performance Summary as of April 30, 2024

The performance table does not reflect any taxes that a shareholder would pay on Fund dividends, capital gain distributions, if any, or any realized gains on the sale of Fund shares. Total return reflects reinvestment of the Fund's dividends and capital gain distributions, if any, and any unrealized gains or losses. Your dividend income will vary depending on dividends or interest paid by securities in the Fund's portfolio, adjusted for operating expenses of each class. Capital gain distributions are net profits realized from the sale of portfolio securities.

Performance as of 4/30/23¹

*Cumulative total return excludes sales charges. Average annual total return includes maximum sales charges. Sales charges will vary depending on the size of the investment and the class of share purchased. The maximum is 5.50% and the minimum is 0%. **Class A:** 5.50% maximum initial sales charge; **Advisor Class:** no sales charges. For other share classes, visit franklintempleton.com.*

Share Class	Cumulative Total Return ²	Average Annual Total Return ³
A⁴		
6-Month	+16.88%	+10.46%
1-Year	+10.56%	+4.49%
5-Year	+38.06%	+5.47%
10-Year	+73.52%	+5.07%
Advisor		
6-Month	+17.00%	+17.00%
1-Year	+10.83%	+10.83%
5-Year	+39.78%	+6.93%
10-Year	+77.89%	+5.93%

Performance data represent past performance, which does not guarantee future results. Investment return and principal value will fluctuate, and you may have a gain or loss when you sell your shares. Current performance may differ from figures shown. For most recent month-end performance, go to franklintempleton.com or call (800) 342-5236.

See page 10 for Performance Summary footnotes.

Distributions (11/1/23–4/30/24)

Share Class	Net Investment Income	Long-Term Capital Gain	Total
A	\$0.4165	\$0.3712	\$0.7877
C	\$0.1217	\$0.3712	\$0.4929
R	\$0.3298	\$0.3712	\$0.7010
R6	\$0.5335	\$0.3712	\$0.9047
Advisor	\$0.5006	\$0.3712	\$0.8718

Total Annual Operating Expenses⁵

Share Class	With Fee Waiver	Without Fee Waiver
A	0.90%	0.92%
Advisor	0.65%	0.67%

Each class of shares is available to certain eligible investors and has different annual fees and expenses, as described in the prospectus.

Events such as the spread of deadly diseases, disasters, and financial, political or social disruptions, may heighten risks and adversely affect performance.

All investments involve risks, including possible loss of principal. The **investment style** may become out of favor, which may have a negative impact on performance. **Small- and mid-cap stocks** involve greater risks and volatility than large-cap stocks. **International investments** are subject to special risks, including currency fluctuations and social, economic and political uncertainties, which could increase volatility. These risks are magnified in **emerging markets**. The manager may consider **environmental, social and governance (ESG) criteria** in the research or investment process; however, ESG considerations may not be a determinative factor in security selection. In addition, the manager may not assess every investment for ESG criteria, and not every ESG factor may be identified or evaluated. These and other risks are discussed in the Fund's prospectus.

1. Gross expenses are the Fund's total annual operating expenses as of the Fund's prospectus available at the time of publication. Actual expenses may be higher and may impact portfolio returns. Net expenses reflect contractual fee waivers, expense caps and/or reimbursements, which cannot be terminated prior to 2/28/2025 without Board consent. Additional amounts may be voluntarily waived and/or reimbursed and may be modified or discontinued at any time without notice.
2. Cumulative total return represents the change in value of an investment over the periods indicated.
3. Average annual total return represents the average annual change in value of an investment over the periods indicated. Return for less than one year, if any, has not been annualized.
4. Prior to 9/10/18, these shares were offered at a higher initial sales charge of 5.75%, thus actual returns (with sales charges) would have differed. Average annual total returns (with sales charges) have been restated to reflect the current maximum initial sales charge of 5.50%.
5. Figures are as stated in the Fund's current prospectus and may differ from the expense ratios disclosed in the Your Fund's Expenses and Financial Highlights sections in this report. In periods of market volatility, assets may decline significantly, causing total annual Fund operating expenses to become higher than the figures shown. Important data provider notices and terms available at www.franklintempletondatasources.com.

Your Fund's Expenses

As a Fund shareholder, you can incur two types of costs: (1) transaction costs, including sales charges (loads) on Fund purchases and redemptions; and (2) ongoing Fund costs, including management fees, distribution and service (12b-1) fees, and other Fund expenses. All mutual funds have ongoing costs, sometimes referred to as operating expenses. The table below shows ongoing costs of investing in the Fund and can help you understand these costs and compare them with those of other mutual funds. The table assumes a \$1,000 investment held for the six months indicated.

Actual Fund Expenses

The table below provides information about actual account values and actual expenses in the columns under the heading "Actual." In these columns the Fund's actual return, which includes the effect of Fund expenses, is used to calculate the "Ending Account Value" for each class of shares. You can estimate the expenses you paid during the period by following these steps (*of course, your account value and expenses will differ from those in this illustration*): Divide your account value by \$1,000 (*if your account had an \$8,600 value, then $\$8,600 \div \$1,000 = 8.6$*). Then multiply the result by the number in the row for your class of shares under the headings "Actual" and "Expenses Paid During Period" (*if Actual Expenses Paid During Period were \$7.50, then $8.6 \times \$7.50 = \64.50*). In this illustration, the actual expenses paid this period are \$64.50.

Hypothetical Example for Comparison with Other Funds

Under the heading "Hypothetical" in the table, information is provided about hypothetical account values and hypothetical expenses based on the Fund's actual expense ratio and an assumed rate of return of 5% per year before expenses, which is not the Fund's actual return. This information may not be used to estimate the actual ending account balance or expenses you paid for the period, but it can help you compare ongoing costs of investing in the Fund with those of other funds. To do so, compare this 5% hypothetical example for the class of shares you hold with the 5% hypothetical examples that appear in the shareholder reports of other funds.

Please note that expenses shown in the table are meant to highlight ongoing costs and do not reflect any transactional costs. Therefore, information under the heading "Hypothetical" is useful in comparing ongoing costs only, and will not help you compare total costs of owning different funds. In addition, if transactional costs were included, your total costs would have been higher.

Share Class	Beginning Account Value 11/1/23	Actual (actual return after expenses)		Hypothetical (5% annual return before expenses)		Net Annualized Expense Ratio ²
		Ending Account Value 4/30/24	Expenses Paid During Period 11/1/23–4/30/24 ^{1,2}	Ending Account Value 4/30/24	Expenses Paid During Period 11/1/23–4/30/24 ^{1,2}	
A	\$1,000	\$1,168.80	\$4.78	\$1,020.46	\$4.45	0.89%
C	\$1,000	\$1,164.40	\$8.81	\$1,016.73	\$8.20	1.64%
R	\$1,000	\$1,167.40	\$6.12	\$1,019.22	\$5.70	1.14%
R6	\$1,000	\$1,170.40	\$2.94	\$1,022.15	\$2.74	0.54%
Advisor	\$1,000	\$1,170.00	\$3.43	\$1,021.70	\$3.19	0.64%

1. Expenses are equal to the annualized expense ratio for the six-month period as indicated above—in the far right column—multiplied by the simple average account value over the period indicated, and then multiplied by 182/366 to reflect the one-half year period.

2. Reflects expenses after fee waivers and expense reimbursements. Does not include acquired fund fees and expenses.

Franklin Small Cap Value Fund

This semiannual report for Franklin Small Cap Value Fund covers the period ended April 30, 2024. The Fund is currently closed to new investors with limited exceptions. Existing investors may continue to purchase additional shares of the Fund, please see the Fund's prospectus for additional information.

Fund Overview

Your Fund's Goal and Main Investments

The Fund seeks long-term total return by normally investing at least 80% of its net assets in investments of small-capitalization (small-cap) companies, predominantly common stocks, and generally investing in equity securities of companies that we believe are undervalued at the time of purchase and have the potential for capital appreciation. We define small-cap companies as those with market capitalizations not exceeding either: the highest market capitalization in the Russell 2000® Index; or the 12-month average of the highest market capitalization in the Russell 2000® Index, whichever is greater at the time of purchase. The Fund may also invest in real estate investment trusts (REITs) and invest up to 25% of its total assets in foreign securities.

Performance Overview

The Fund's Class A shares posted a +17.16% cumulative total return for the six months under review. In comparison, the Russell 2000® Value Index, which measures the performance of those Russell 2000® Index companies with relatively lower price-to-book ratios and lower forecasted growth rates, posted a +18.09% cumulative total return for the same period.¹ You can find more of the Fund's performance data in the Performance Summary beginning on page 14

Performance data represent past performance, which does not guarantee future results. Investment return and principal value will fluctuate, and you may have a gain or loss when you sell your shares. Current performance may differ from figures shown. For most recent month-end performance, go to franklintempleton.com or call (800) 342-5236.

1. Source: Morningstar.

The index is unmanaged and includes reinvestment of any income or distributions. It does not reflect any fees, expenses or sales charges. One cannot invest directly in an index, and an index is not representative of the Fund's portfolio.

Important data provider notices and terms available at www.franklintempletondatasources.com.

The dollar value, number of shares or principal amount, and names of all portfolio holdings are listed in the Fund's Schedule of Investments (SOI). The SOI begins on page 36.

Portfolio Composition

4/30/24

	% of Total Net Assets
Banks	15.3%
Chemicals	7.4%
Insurance	6.2%
Aerospace & Defense	5.5%
Electronic Equipment, Instruments & Components	5.4%
Oil, Gas & Consumable Fuels	5.4%
Hotels, Restaurants & Leisure	5.1%
Machinery	4.6%
Capital Markets	4.1%
Software	3.7%
Construction & Engineering	3.7%
Food Products	2.8%
Health Care Equipment & Supplies	2.6%
Commercial Services & Supplies	2.6%
Other*	25.0%
Short-Term Investments & Other Net Assets	0.6%

*Categories within the Other category are listed in full in the Fund's Schedule of Investments (SOI), which can be found later in this report.

Top 10 Holdings

4/30/24

Company Industry, Country	% of Total Net Assets
ACI Worldwide, Inc. Software, United States	3.7%
Crescent Point Energy Corp. Oil, Gas & Consumable Fuels, Canada	3.7%
Glanbia plc Food Products, Ireland	2.8%
First Interstate BancSystem, Inc. Banks, United States	2.5%
iShares Russell 2000 Value ETF Capital Markets, United States	2.5%
SouthState Corp. Banks, United States	2.5%
Regal Rexnord Corp. Electrical Equipment, United States	2.5%
QinetiQ Group plc Aerospace & Defense, United Kingdom	2.4%
Primoris Services Corp. Construction & Engineering, United States	2.4%
Knowles Corp. Electronic Equipment, Instruments & Components, United States	2.3%

Thank you for your participation in Franklin Small Cap Value Fund. We look forward to continuing to serve your investment needs.

Steven Raineri
Lead Portfolio Manager

Nicholas Karzon, CFA
Christopher Meeker, CFA

Portfolio Management Team

Performance Summary as of April 30, 2024

The performance table does not reflect any taxes that a shareholder would pay on Fund dividends, capital gain distributions, if any, or any realized gains on the sale of Fund shares. Total return reflects reinvestment of the Fund's dividends and capital gain distributions, if any, and any unrealized gains or losses. Your dividend income will vary depending on dividends or interest paid by securities in the Fund's portfolio, adjusted for operating expenses of each class. Capital gain distributions are net profits realized from the sale of portfolio securities.

Performance as of 4/30/23¹

*Cumulative total return excludes sales charges. Average annual total return includes maximum sales charges. Sales charges will vary depending on the size of the investment and the class of share purchased. The maximum is 5.50% and the minimum is 0%. **Class A:** 5.50% maximum initial sales charge; **Advisor Class:** no sales charges. For other share classes, visit franklintempleton.com.*

Share Class	Cumulative Total Return ²	Average Annual Total Return ³
A⁴		
6-Month	+17.16%	+10.71%
1-Year	+12.04%	+5.89%
5-Year	+45.06%	+6.51%
10-Year	+95.26%	+6.32%
Advisor		
6-Month	+17.28%	+17.28%
1-Year	+12.31%	+12.31%
5-Year	+46.87%	+7.99%
10-Year	+100.31%	+7.19%

Performance data represent past performance, which does not guarantee future results. Investment return and principal value will fluctuate, and you may have a gain or loss when you sell your shares. Current performance may differ from figures shown. For most recent month-end performance, go to franklintempleton.com or call (800) 342-5236.

See page 15 for Performance Summary footnotes.

Distributions (11/1/23–4/30/24)

Share Class	Net Investment Income	Short-Term Capital Gain	Long-Term Capital Gain	Total
A	\$0.4570	\$0.8647	\$1.1169	\$2.4386
C	\$0.1069	\$0.8647	\$1.1169	\$2.0885
R	\$0.3182	\$0.8647	\$1.1169	\$2.2998
R6	\$0.6689	\$0.8647	\$1.1169	\$2.6505
Advisor	\$0.5882	\$0.8647	\$1.1169	\$2.5698

Total Annual Operating Expenses⁵

Share Class	With Fee Waiver	Without Fee Waiver
A	0.99%	1.00%
Advisor	0.74%	0.75%

Each class of shares is available to certain eligible investors and has different annual fees and expenses, as described in the prospectus.

Events such as the spread of deadly diseases, disasters, and financial, political or social disruptions, may heighten risks and adversely affect performance.

All investments involve risks, including possible loss of principal. **Small- and mid-cap stocks** involve greater risks and volatility than large-cap stocks. The **investment style** may become out of favor, which may have a negative impact on performance. **International investments** are subject to special risks, including currency fluctuations and social, economic and political uncertainties, which could increase volatility. These risks are magnified in **emerging markets**. **Real estate investment trusts (REITs)** are closely linked to the performance of the real estate markets. REITs are subject to illiquidity, credit and interest rate risks, and risks associated with small- and mid-cap investments. The manager may consider **environmental, social and governance (ESG) criteria** in the research or investment process; however, ESG considerations may not be a determinative factor in security selection. In addition, the manager may not assess every investment for ESG criteria, and not every ESG factor may be identified or evaluated. These and other risks are discussed in the Fund's prospectus.

1. Gross expenses are the Fund's total annual operating expenses as of the Fund's prospectus available at the time of publication. Actual expenses may be higher and may impact portfolio returns. Net expenses reflect contractual fee waivers, expense caps and/or reimbursements, which cannot be terminated prior to 02/28/25 without Board consent. Additional amounts may be voluntarily waived and/or reimbursed and may be modified or discontinued at any time without notice.
 2. Cumulative total return represents the change in value of an investment over the periods indicated.
 3. Average annual total return represents the average annual change in value of an investment over the periods indicated. Return for less than one year, if any, has not been annualized.
 4. Prior to 9/10/18, these shares were offered at a higher initial sales charge of 5.75%, thus actual returns (with sales charges) would have differed. Average annual total returns (with sales charges) have been restated to reflect the current maximum initial sales charge of 5.50%.
 5. Figures are as stated in the Fund's current prospectus and may differ from the expense ratios disclosed in the Your Fund's Expenses and Financial Highlights sections in this report. In periods of market volatility, assets may decline significantly, causing total annual Fund operating expenses to become higher than the figures shown.
- Important data provider notices and terms available at www.franklintempletondatasources.com.

Your Fund's Expenses

As a Fund shareholder, you can incur two types of costs: (1) transaction costs, including sales charges (loads) on Fund purchases and redemptions; and (2) ongoing Fund costs, including management fees, distribution and service (12b-1) fees, and other Fund expenses. All mutual funds have ongoing costs, sometimes referred to as operating expenses. The table below shows ongoing costs of investing in the Fund and can help you understand these costs and compare them with those of other mutual funds. The table assumes a \$1,000 investment held for the six months indicated.

Actual Fund Expenses

The table below provides information about actual account values and actual expenses in the columns under the heading "Actual." In these columns the Fund's actual return, which includes the effect of Fund expenses, is used to calculate the "Ending Account Value" for each class of shares. You can estimate the expenses you paid during the period by following these steps (*of course, your account value and expenses will differ from those in this illustration*): Divide your account value by \$1,000 (*if your account had an \$8,600 value, then $\$8,600 \div \$1,000 = 8.6$*). Then multiply the result by the number in the row for your class of shares under the headings "Actual" and "Expenses Paid During Period" (*if Actual Expenses Paid During Period were \$7.50, then $8.6 \times \$7.50 = \64.50*). In this illustration, the actual expenses paid this period are \$64.50.

Hypothetical Example for Comparison with Other Funds

Under the heading "Hypothetical" in the table, information is provided about hypothetical account values and hypothetical expenses based on the Fund's actual expense ratio and an assumed rate of return of 5% per year before expenses, which is not the Fund's actual return. This information may not be used to estimate the actual ending account balance or expenses you paid for the period, but it can help you compare ongoing costs of investing in the Fund with those of other funds. To do so, compare this 5% hypothetical example for the class of shares you hold with the 5% hypothetical examples that appear in the shareholder reports of other funds.

Please note that expenses shown in the table are meant to highlight ongoing costs and do not reflect any transactional costs. Therefore, information under the heading "Hypothetical" is useful in comparing ongoing costs only, and will not help you compare total costs of owning different funds. In addition, if transactional costs were included, your total costs would have been higher.

Share Class	Beginning Account Value 11/1/23	Actual (actual return after expenses)		Hypothetical (5% annual return before expenses)		Net Annualized Expense Ratio ²
		Ending Account Value 4/30/24	Expenses Paid During Period 11/1/23–4/30/24 ^{1,2}	Ending Account Value 4/30/24	Expenses Paid During Period 11/1/23–4/30/24 ^{1,2}	
A	\$1,000	\$1,171.60	\$5.25	\$1,020.03	\$4.88	0.97%
C	\$1,000	\$1,167.20	\$9.28	\$1,016.30	\$8.64	1.72%
R	\$1,000	\$1,170.00	\$6.59	\$1,018.79	\$6.14	1.22%
R6	\$1,000	\$1,173.60	\$3.21	\$1,021.91	\$2.98	0.59%
Advisor	\$1,000	\$1,172.80	\$3.90	\$1,021.27	\$3.63	0.72%

1. Expenses are equal to the annualized expense ratio for the six-month period as indicated above—in the far right column—multiplied by the simple average account value over the period indicated, and then multiplied by 182/366 to reflect the one-half year period.

2. Reflects expenses after fee waivers and expense reimbursements. Does not include acquired fund fees and expenses.

Financial Highlights

Franklin MicroCap Value Fund

	Six Months Ended April 30, 2024 (unaudited)	Year Ended October 31,				
		2023	2022	2021	2020	2019
Class A						
Per share operating performance						
(for a share outstanding throughout the period)						
Net asset value, beginning of period	\$25.79	\$27.57	\$32.58	\$21.77	\$29.32	\$31.06
Income from investment operations ^a :						
Net investment income ^b	0.09	0.15	0.12	0.11 ^c	0.11	0.06
Net realized and unrealized gains (losses)	2.03	(0.30)	(0.81)	12.15	(2.89)	(0.03)
Total from investment operations	2.12	(0.15)	(0.69)	12.26	(2.78)	0.03
Less distributions from:						
Net investment income	(0.18)	(0.09)	(0.08)	(0.11)	(0.06)	—
Net realized gains	(1.27)	(1.54)	(4.24)	(1.34)	(4.71)	(1.77)
Total distributions	(1.45)	(1.63)	(4.32)	(1.45)	(4.77)	(1.77)
Net asset value, end of period	\$26.46	\$25.79	\$27.57	\$32.58	\$21.77	\$29.32
Total return ^d	8.03%	(0.71)%	(2.00)%	57.97%	(12.10)%	0.58%
Ratios to average net assets^e						
Expenses before waiver and payments by affiliates	1.22%	1.23%	1.24%	1.23%	1.28%	1.22%
Expenses net of waiver and payments by affiliates	1.21%	1.22% ^f	1.22% ^f	1.23% ^g	1.27% ^f	1.21% ^f
Net investment income	0.65%	0.56%	0.45%	0.37% ^c	0.50%	0.23%
Supplemental data						
Net assets, end of period (000's)	\$145,694	\$139,370	\$144,717	\$161,200	\$94,015	\$145,897
Portfolio turnover rate	9.35%	32.63%	19.91%	31.98%	31.04%	7.04%

^aThe amount shown for a share outstanding throughout the period may not correlate with the Statement of Operations for the period due to the timing of sales and repurchases of the Fund's shares in relation to income earned and/or fluctuating fair value of the investments of the Fund.

^bBased on average daily shares outstanding.

^cNet investment income per share includes approximately \$0.05 per share related to income received in the form of special dividends in connection with certain Fund holdings. Excluding this amount, the ratio of net investment income to average net assets would have been 0.20%.

^dTotal return does not reflect sales commissions or contingent deferred sales charges, if applicable, and is not annualized for periods less than one year.

^eRatios are annualized for periods less than one year.

^fBenefit of expense reduction rounds to less than 0.01%.

^gBenefit of waiver and payments by affiliates rounds to less than 0.01%.

Franklin MicroCap Value Fund (continued)

	Six Months Ended April 30, 2024 (unaudited)	Year Ended October 31,				
		2023	2022	2021	2020	2019
Class R6						
Per share operating performance						
(for a share outstanding throughout the period)						
Net asset value, beginning of period	\$26.39	\$28.18	\$33.21	\$22.17	\$29.80	\$31.43
Income from investment operations ^a :						
Net investment income ^b	0.14	0.27	0.22	0.22 ^c	0.20	0.16
Net realized and unrealized gains (losses)	2.09	(0.34)	(0.82)	12.36	(2.94)	(0.02)
Total from investment operations	2.23	(0.07)	(0.60)	12.58	(2.74)	0.14
Less distributions from:						
Net investment income	(0.27)	(0.18)	(0.19)	(0.20)	(0.18)	—
Net realized gains	(1.27)	(1.54)	(4.24)	(1.34)	(4.71)	(1.77)
Total distributions	(1.54)	(1.72)	(4.43)	(1.54)	(4.89)	(1.77)
Net asset value, end of period	\$27.08	\$26.39	\$28.18	\$33.21	\$22.17	\$29.80
Total return ^d	8.20%	(0.35)%	(1.67)%	58.51%	(11.80)%	0.97%
Ratios to average net assets^e						
Expenses before waiver and payments by affiliates	0.94%	0.90%	0.91%	0.91%	0.95%	0.89%
Expenses net of waiver and payments by affiliates	0.87%	0.86% ^f	0.87% ^f	0.88%	0.91% ^f	0.86% ^f
Net investment income	1.00%	0.98%	0.79%	0.72% ^c	0.86%	0.58%
Supplemental data						
Net assets, end of period (000's)	\$15,208	\$15,228	\$25,570	\$23,137	\$12,299	\$19,266
Portfolio turnover rate	9.35%	32.63%	19.91%	31.98%	31.04%	7.04%

^aThe amount shown for a share outstanding throughout the period may not correlate with the Statement of Operations for the period due to the timing of sales and repurchases of the Fund's shares in relation to income earned and/or fluctuating fair value of the investments of the Fund.

^bBased on average daily shares outstanding.

^cNet investment income per share includes approximately \$0.05 per share related to income received in the form of special dividends in connection with certain Fund holdings. Excluding this amount, the ratio of net investment income to average net assets would have been 0.54%.

^dTotal return is not annualized for periods less than one year.

^eRatios are annualized for periods less than one year.

^fBenefit of expense reduction rounds to less than 0.01%.

Franklin MicroCap Value Fund (continued)

	Six Months Ended April 30, 2024 (unaudited)	Year Ended October 31,				
		2023	2022	2021	2020	2019
Advisor Class						
Per share operating performance						
(for a share outstanding throughout the period)						
Net asset value, beginning of period	\$26.15	\$27.95	\$32.96	\$22.01	\$29.62	\$31.28
Income from investment operations ^a :						
Net investment income ^b	0.13	0.23	0.19	0.19 ^c	0.17	0.15
Net realized and unrealized gains (losses)	2.07	(0.33)	(0.81)	12.28	(2.94)	(0.04)
Total from investment operations	2.20	(0.10)	(0.62)	12.47	(2.77)	0.11
Less distributions from:						
Net investment income	(0.25)	(0.16)	(0.15)	(0.18)	(0.13)	—
Net realized gains	(1.27)	(1.54)	(4.24)	(1.34)	(4.71)	(1.77)
Total distributions	(1.52)	(1.70)	(4.39)	(1.52)	(4.84)	(1.77)
Net asset value, end of period	\$26.83	\$26.15	\$27.95	\$32.96	\$22.01	\$29.62
Total return ^d	8.15%	(0.44)%	(1.77)%	58.40%	(11.95)%	0.87%
Ratios to average net assets^e						
Expenses before waiver and payments by affiliates	0.97%	0.98%	0.99%	0.98%	1.03%	0.97%
Expenses net of waiver and payments by affiliates	0.96%	0.96% ^f	0.97% ^f	0.98% ^g	1.02% ^f	0.96% ^f
Net investment income	0.91%	0.83%	0.69%	0.60% ^c	0.73%	0.48%
Supplemental data						
Net assets, end of period (000's)	\$31,393	\$36,980	\$44,877	\$38,829	\$22,429	\$29,687
Portfolio turnover rate	9.35%	32.63%	19.91%	31.98%	31.04%	7.04%

^aThe amount shown for a share outstanding throughout the period may not correlate with the Statement of Operations for the period due to the timing of sales and repurchases of the Fund's shares in relation to income earned and/or fluctuating fair value of the investments of the Fund.

^bBased on average daily shares outstanding.

^cNet investment income per share includes approximately \$0.05 per share related to income received in the form of special dividends in connection with certain Fund holdings. Excluding this amount, the ratio of net investment income to average net assets would have been 0.43%.

^dTotal return is not annualized for periods less than one year.

^eRatios are annualized for periods less than one year.

^fBenefit of expense reduction rounds to less than 0.01%.

^gBenefit of waiver and payments by affiliates rounds to less than 0.01%.

Schedule of Investments (unaudited), April 30, 2024

Franklin MicroCap Value Fund

	Country	Shares	Value
Common Stocks 92.7%			
Aerospace & Defense 1.9%			
^a Ducommun, Inc.	United States	68,025	\$3,679,472
Banks 20.5%			
Arrow Financial Corp.	United States	133,847	2,980,773
Atlantic Union Bankshares Corp.	United States	107,634	3,419,532
Bar Harbor Bankshares.	United States	72,519	1,818,777
First Business Financial Services, Inc.	United States	130,500	4,315,635
First Internet Bancorp.	United States	129,182	4,011,101
Investar Holding Corp.	United States	215,100	3,587,868
Northeast Bank.	United States	100,183	5,181,465
Northrim BanCorp, Inc.	United States	21,640	1,034,392
Orrstown Financial Services, Inc.	United States	122,379	3,208,777
Peapack-Gladstone Financial Corp.	United States	114,985	2,573,364
Premier Financial Corp.	United States	173,135	3,355,356
Southern Missouri Bancorp, Inc.	United States	69,811	2,799,421
WesBanco, Inc.	United States	42,357	1,143,639
			39,430,100
Biotechnology 3.1%			
^a Anika Therapeutics, Inc.	United States	129,315	3,347,965
^a Catalyst Pharmaceuticals, Inc.	United States	169,495	2,550,900
			5,898,865
Communications Equipment 1.6%			
^a Digi International, Inc.	United States	98,957	3,034,022
Construction & Engineering 6.6%			
^a Matrix Service Co.	United States	480,040	5,405,250
^a Northwest Pipe Co.	United States	72,942	2,308,614
^a Sterling Infrastructure, Inc.	United States	49,441	5,023,206
			12,737,070
Diversified REITs 3.8%			
Alpine Income Property Trust, Inc.	United States	219,121	3,271,476
CTO Realty Growth, Inc.	United States	233,613	4,053,186
			7,324,662
Electrical Equipment 2.3%			
LSI Industries, Inc.	United States	166,042	2,424,213
Preformed Line Products Co.	United States	17,221	2,084,258
			4,508,471
Electronic Equipment, Instruments & Components 1.3%			
^a Kimball Electronics, Inc.	United States	120,416	2,520,307
Energy Equipment & Services 5.4%			
^a DMC Global, Inc.	United States	203,926	3,232,227
^a Helix Energy Solutions Group, Inc.	United States	486,866	5,228,941
^a Oil States International, Inc.	United States	493,390	1,968,626
			10,429,794
Food Products 1.5%			
Alico, Inc.	United States	103,315	2,883,522
Health Care Equipment & Supplies 2.8%			
^a Semler Scientific, Inc.	United States	46,172	1,178,771
^a UFP Technologies, Inc.	United States	7,410	1,526,016

Franklin MicroCap Value Fund (continued)

	Country	Shares	Value
Common Stocks (continued)			
Health Care Equipment & Supplies (continued)			
Utah Medical Products, Inc.	United States	41,696	\$2,760,275
			5,465,062
Health Care Technology 0.6%			
^a TruBridge, Inc.	United States	148,882	1,176,168
Hotels, Restaurants & Leisure 1.0%			
^a Chuy's Holdings, Inc.	United States	61,874	1,822,808
Household Durables 1.5%			
Hooker Furnishings Corp.	United States	168,099	2,857,683
Independent Power and Renewable Electricity Producers 1.4%			
Polaris Renewable Energy, Inc.	Canada	327,240	2,750,076
Insurance 3.7%			
Investors Title Co.	United States	10,670	1,711,788
Tiptree, Inc., A.	United States	186,569	2,972,044
United Fire Group, Inc.	United States	106,157	2,345,008
			7,028,840
Interactive Media & Services 2.5%			
^a QuinStreet, Inc.	United States	268,487	4,856,930
IT Services 1.7%			
Hackett Group, Inc. (The)	United States	152,200	3,301,218
Machinery 12.2%			
Alamo Group, Inc.	United States	13,249	2,575,341
^a Commercial Vehicle Group, Inc.	United States	401,700	2,414,217
^a Graham Corp.	United States	136,385	3,796,958
Hurco Cos., Inc.	United States	105,700	1,913,170
^a L B Foster Co., A.	United States	214,834	4,994,890
Miller Industries, Inc.	United States	115,027	5,602,965
Shyft Group, Inc. (The)	United States	192,745	2,097,066
			23,394,607
Office REITs 1.0%			
City Office REIT, Inc.	United States	395,184	1,841,558
Oil, Gas & Consumable Fuels 3.0%			
VAALCO Energy, Inc.	United States	901,246	5,767,974
Paper & Forest Products 1.9%			
Mercer International, Inc.	Germany	366,300	3,710,619
Pharmaceuticals 1.5%			
^a Harrow, Inc.	United States	281,463	2,868,108
Professional Services 2.9%			
Heidrick & Struggles International, Inc.	United States	113,278	3,339,435
Resources Connection, Inc.	United States	201,297	2,224,332
			5,563,767
Specialty Retail 3.3%			
^a America's Car-Mart, Inc.	United States	50,311	2,879,801
^a Citi Trends, Inc.	United States	50,197	1,076,224
^a Genesco, Inc.	United States	93,068	2,355,551
			6,311,576

Franklin MicroCap Value Fund (continued)

	Country	Shares	Value
Common Stocks (continued)			
Textiles, Apparel & Luxury Goods 3.7%			
Rocky Brands, Inc.	United States	151,560	\$3,905,701
^a Vera Bradley, Inc.	United States	471,674	3,108,332
			7,014,033
Total Common Stocks (Cost \$128,565,166)			178,177,312
Management Investment Companies 3.2%			
Capital Markets 3.2%			
iShares Russell 2000 Value ETF	United States	41,624	6,203,641
Total Management Investment Companies (Cost \$6,292,306)			6,203,641
Total Long Term Investments (Cost \$134,857,472)			184,380,953
Short Term Investments 3.9%			
Money Market Funds 3.9%			
^{b,c} Institutional Fiduciary Trust - Money Market Portfolio, 5.006%	United States	7,521,393	7,521,393
Total Money Market Funds (Cost \$7,521,393)			7,521,393
Total Short Term Investments (Cost \$7,521,393)			7,521,393
Total Investments (Cost \$142,378,865) 99.8%			\$191,902,346
Other Assets, less Liabilities 0.2%			392,771
Net Assets 100.0%			\$192,295,117

See Abbreviations on page 59.

^a Non-income producing.

^b See Note 3(f) regarding investments in affiliated management investment companies.

^c The rate shown is the annualized seven-day effective yield at period end.

Financial Highlights

Franklin Mutual U.S. Mid Cap Value Fund

	Six Months Ended April 30, 2024 (unaudited)	Year Ended October 31,				
		2023	2022	2021	2020	2019
Class A						
Per share operating performance						
(for a share outstanding throughout the period)						
Net asset value, beginning of period	\$30.11	\$32.32	\$40.20	\$27.59	\$34.61	\$37.93
Income from investment operations ^a :						
Net investment income ^b	0.23	0.43	0.37	0.43	1.14 ^c	0.52
Net realized and unrealized gains (losses)	4.83	(1.23)	(3.28)	13.37	(5.47)	1.13
Total from investment operations	5.06	(0.80)	(2.91)	13.80	(4.33)	1.65
Less distributions from:						
Net investment income	(0.42)	(0.33)	(0.45)	(1.19)	(0.54)	(0.46)
Net realized gains	(0.37)	(1.08)	(4.52)	—	(2.15)	(4.51)
Total distributions	(0.79)	(1.41)	(4.97)	(1.19)	(2.69)	(4.97)
Net asset value, end of period	\$34.38	\$30.11	\$32.32	\$40.20	\$27.59	\$34.61
Total return ^d	16.88%	(2.70)%	(8.06)%	51.14%	(13.94)%	6.22%
Ratios to average net assets^e						
Expenses before waiver and payments by affiliates	0.90%	0.90%	0.91%	0.91%	0.95%	0.93%
Expenses net of waiver and payments by affiliates	0.89%	0.88% ^f	0.90% ^f	0.91% ^{f,g}	0.93% ^f	0.89% ^f
Net investment income	1.40%	1.33%	1.07%	1.18%	3.94% ^c	1.55%
Supplemental data						
Net assets, end of period (000's)	\$662,453	\$607,754	\$688,933	\$790,329	\$538,538	\$735,919
Portfolio turnover rate	14.85%	64.21%	66.63%	60.45%	57.78%	44.31%

^aThe amount shown for a share outstanding throughout the period may not correlate with the Statement of Operations for the period due to the timing of sales and repurchases of the Fund's shares in relation to income earned and/or fluctuating fair value of the investments of the Fund.

^bBased on average daily shares outstanding.

^cNet investment income per share includes approximately \$0.69 per share related to income received in the form of special dividends in connection with certain Fund holdings. Excluding this amount, the ratio of net investment income to average net assets would have been 1.55%.

^dTotal return does not reflect sales commissions or contingent deferred sales charges, if applicable, and is not annualized for periods less than one year.

^eRatios are annualized for periods less than one year.

^fBenefit of expense reduction rounds to less than 0.01%.

^gBenefit of waiver and payments by affiliates rounds to less than 0.01%.

Franklin Mutual U.S. Mid Cap Value Fund (continued)

	Six Months Ended April 30, 2024 (unaudited)	Year Ended October 31,				
		2023	2022	2021	2020	2019
Class C						
Per share operating performance						
(for a share outstanding throughout the period)						
Net asset value, beginning of period	\$28.39	\$30.50	\$38.15	\$26.21	\$32.97	\$36.13
Income from investment operations ^a :						
Net investment income ^b	0.10	0.18	0.11	0.15	0.93 ^c	0.26
Net realized and unrealized gains (losses)	4.55	(1.16)	(3.11)	12.72	(5.28)	1.09
Total from investment operations	4.65	(0.98)	(3.00)	12.87	(4.35)	1.35
Less distributions from:						
Net investment income	(0.12)	(0.05)	(0.13)	(0.93)	(0.26)	—
Net realized gains	(0.37)	(1.08)	(4.52)	—	(2.15)	(4.51)
Total distributions	(0.49)	(1.13)	(4.65)	(0.93)	(2.41)	(4.51)
Net asset value, end of period	\$32.55	\$28.39	\$30.50	\$38.15	\$26.21	\$32.97
Total return ^d	16.44%	(3.42)%	(8.77)%	50.06%	(14.57)%	5.41%
Ratios to average net assets^e						
Expenses before waiver and payments by affiliates	1.65%	1.65%	1.66%	1.66%	1.70%	1.68%
Expenses net of waiver and payments by affiliates	1.64%	1.63% ^f	1.65% ^f	1.66% ^{f,g}	1.68% ^f	1.64% ^f
Net investment income	0.65%	0.58%	0.32%	0.42%	3.36% ^c	0.80%
Supplemental data						
Net assets, end of period (000's)	\$9,815	\$10,359	\$15,412	\$20,132	\$15,881	\$27,443
Portfolio turnover rate	14.85%	64.21%	66.63%	60.45%	57.78%	44.31%

^aThe amount shown for a share outstanding throughout the period may not correlate with the Statement of Operations for the period due to the timing of sales and repurchases of the Fund's shares in relation to income earned and/or fluctuating fair value of the investments of the Fund.

^bBased on average daily shares outstanding.

^cNet investment income per share includes approximately \$0.66 per share related to income received in the form of special dividends in connection with certain Fund holdings. Excluding this amount, the ratio of net investment income to average net assets would have been 0.97%.

^dTotal return does not reflect sales commissions or contingent deferred sales charges, if applicable, and is not annualized for periods less than one year.

^eRatios are annualized for periods less than one year.

^fBenefit of expense reduction rounds to less than 0.01%.

^gBenefit of waiver and payments by affiliates rounds to less than 0.01%.

Franklin Mutual U.S. Mid Cap Value Fund (continued)

	Six Months Ended April 30, 2024 (unaudited)	Year Ended October 31,				
		2023	2022	2021	2020	2019
Class R						
Per share operating performance						
(for a share outstanding throughout the period)						
Net asset value, beginning of period	\$30.25	\$32.46	\$40.34	\$27.67	\$34.70	\$37.99
Income from investment operations ^a :						
Net investment income ^b	0.19	0.35	0.28	0.34	1.11 ^c	0.44
Net realized and unrealized gains (losses)	4.85	(1.23)	(3.29)	13.44	(5.55)	1.14
Total from investment operations	5.04	(0.88)	(3.01)	13.78	(4.44)	1.58
Less distributions from:						
Net investment income	(0.33)	(0.25)	(0.35)	(1.11)	(0.44)	(0.36)
Net realized gains	(0.37)	(1.08)	(4.52)	—	(2.15)	(4.51)
Total distributions	(0.70)	(1.33)	(4.87)	(1.11)	(2.59)	(4.87)
Net asset value, end of period	\$34.59	\$30.25	\$32.46	\$40.34	\$27.67	\$34.70
Total return ^d	16.74%	(2.94)%	(8.32)%	50.87%	(14.16)%	5.94%
Ratios to average net assets^e						
Expenses before waiver and payments by affiliates	1.15%	1.15%	1.16%	1.16%	1.20%	1.18%
Expenses net of waiver and payments by affiliates	1.14%	1.13% ^f	1.15% ^f	1.16% ^{f,g}	1.18% ^f	1.14% ^f
Net investment income	1.14%	1.08%	0.82%	0.93%	3.80% ^c	1.30%
Supplemental data						
Net assets, end of period (000's)	\$5,735	\$4,922	\$5,419	\$6,362	\$4,465	\$6,764
Portfolio turnover rate	14.85%	64.21%	66.63%	60.45%	57.78%	44.31%

^aThe amount shown for a share outstanding throughout the period may not correlate with the Statement of Operations for the period due to the timing of sales and repurchases of the Fund's shares in relation to income earned and/or fluctuating fair value of the investments of the Fund.

^bBased on average daily shares outstanding.

^cNet investment income per share includes approximately \$0.70 per share related to income received in the form of special dividends in connection with certain Fund holdings. Excluding this amount, the ratio of net investment income to average net assets would have been 1.41%.

^dTotal return is not annualized for periods less than one year.

^eRatios are annualized for periods less than one year.

^fBenefit of expense reduction rounds to less than 0.01%.

^gBenefit of waiver and payments by affiliates rounds to less than 0.01%.

Franklin Mutual U.S. Mid Cap Value Fund (continued)

	Six Months Ended April 30, 2024 (unaudited)	Year Ended October 31,				
		2023	2022	2021	2020	2019
Class R6						
Per share operating performance						
(for a share outstanding throughout the period)						
Net asset value, beginning of period	\$31.66	\$33.91	\$41.93	\$28.73	\$35.93	\$39.20
Income from investment operations ^a :						
Net investment income ^b	0.31	0.57	0.51	0.59	1.27 ^c	0.67
Net realized and unrealized gains (losses)	5.05	(1.29)	(3.43)	13.91	(5.65)	1.18
Total from investment operations	5.36	(0.72)	(2.92)	14.50	(4.38)	1.85
Less distributions from:						
Net investment income	(0.53)	(0.45)	(0.58)	(1.30)	(0.67)	(0.61)
Net realized gains	(0.37)	(1.08)	(4.52)	—	(2.15)	(4.51)
Total distributions	(0.90)	(1.53)	(5.10)	(1.30)	(2.82)	(5.12)
Net asset value, end of period	\$36.12	\$31.66	\$33.91	\$41.93	\$28.73	\$35.93
Total return ^d	17.04%	(2.34)%	(7.76)%	51.74%	(13.61)%	6.61%
Ratios to average net assets^e						
Expenses before waiver and payments by affiliates	0.58%	0.58%	0.59%	0.59%	0.61%	0.59%
Expenses net of waiver and payments by affiliates	0.54%	0.54% ^f	0.55% ^f	0.55% ^f	0.55% ^f	0.52% ^f
Net investment income	1.74%	1.67%	1.42%	1.54%	4.24% ^c	1.92%
Supplemental data						
Net assets, end of period (000's)	\$34,979	\$31,790	\$36,512	\$39,290	\$27,952	\$36,398
Portfolio turnover rate	14.85%	64.21%	66.63%	60.45%	57.78%	44.31%

^aThe amount shown for a share outstanding throughout the period may not correlate with the Statement of Operations for the period due to the timing of sales and repurchases of the Fund's shares in relation to income earned and/or fluctuating fair value of the investments of the Fund.

^bBased on average daily shares outstanding.

^cNet investment income per share includes approximately \$0.72 per share related to income received in the form of special dividends in connection with certain Fund holdings. Excluding this amount, the ratio of net investment income to average net assets would have been 1.85%.

^dTotal return is not annualized for periods less than one year.

^eRatios are annualized for periods less than one year.

^fBenefit of expense reduction rounds to less than 0.01%.

Franklin Mutual U.S. Mid Cap Value Fund (continued)

	Six Months Ended April 30, 2024 (unaudited)	Year Ended October 31,				
		2023	2022	2021	2020	2019
Advisor Class						
Per share operating performance						
(for a share outstanding throughout the period)						
Net asset value, beginning of period	\$31.76	\$34.02	\$42.04	\$28.80	\$36.01	\$39.26
Income from investment operations ^a :						
Net investment income ^b	0.29	0.54	0.48	0.55	1.28 ^c	0.63
Net realized and unrealized gains (losses)	5.08	(1.31)	(3.44)	13.95	(5.72)	1.19
Total from investment operations	5.37	(0.77)	(2.96)	14.50	(4.44)	1.82
Less distributions from:						
Net investment income	(0.50)	(0.41)	(0.54)	(1.26)	(0.62)	(0.56)
Net realized gains	(0.37)	(1.08)	(4.52)	—	(2.15)	(4.51)
Total distributions	(0.87)	(1.49)	(5.06)	(1.26)	(2.77)	(5.07)
Net asset value, end of period	\$36.26	\$31.76	\$34.02	\$42.04	\$28.80	\$36.01
Total return ^d	17.00%	(2.45)%	(7.86)%	51.57%	(13.71)%	6.48%
Ratios to average net assets^e						
Expenses before waiver and payments by affiliates	0.65%	0.65%	0.66%	0.66%	0.70%	0.68%
Expenses net of waiver and payments by affiliates	0.64%	0.63% ^f	0.65% ^f	0.66% ^{f,g}	0.68% ^f	0.64% ^f
Net investment income	1.64%	1.58%	1.32%	1.43%	4.22% ^c	1.80%
Supplemental data						
Net assets, end of period (000's)	\$49,671	\$43,244	\$46,625	\$56,787	\$34,029	\$47,427
Portfolio turnover rate	14.85%	64.21%	66.63%	60.45%	57.78%	44.31%

^aThe amount shown for a share outstanding throughout the period may not correlate with the Statement of Operations for the period due to the timing of sales and repurchases of the Fund's shares in relation to income earned and/or fluctuating fair value of the investments of the Fund.

^bBased on average daily shares outstanding.

^cNet investment income per share includes approximately \$0.72 per share related to income received in the form of special dividends in connection with certain Fund holdings. Excluding this amount, the ratio of net investment income to average net assets would have been 1.83%.

^dTotal return is not annualized for periods less than one year.

^eRatios are annualized for periods less than one year.

^fBenefit of expense reduction rounds to less than 0.01%.

^gBenefit of waiver and payments by affiliates rounds to less than 0.01%.

Schedule of Investments (unaudited), April 30, 2024

Franklin Mutual U.S. Mid Cap Value Fund

	Country	Shares	Value
Common Stocks 95.9%			
Aerospace & Defense 5.9%			
Babcock International Group plc	United Kingdom	1,997,686	\$12,642,434
L3Harris Technologies, Inc.	United States	62,976	13,480,013
Melrose Industries plc	United Kingdom	1,180,430	9,274,595
Moog, Inc., A.	United States	60,965	9,697,702
			45,094,744
Automobile Components 2.4%			
Dowlais Group plc.	United Kingdom	5,015,241	5,097,780
Lear Corp.	United States	104,469	13,149,513
			18,247,293
Banks 4.8%			
Citizens Financial Group, Inc.	United States	469,632	16,019,147
PNC Financial Services Group, Inc. (The)	United States	132,787	20,350,936
			36,370,083
Building Products 2.1%			
Johnson Controls International plc.	United States	242,147	15,756,505
Chemicals 5.7%			
Ashland, Inc.	United States	96,490	9,198,392
Avient Corp.	United States	289,694	12,288,820
Huntsman Corp.	United States	425,178	10,144,747
Olin Corp.	United States	232,098	12,134,083
			43,766,042
Commercial Services & Supplies 2.3%			
^a Stericycle, Inc.	United States	226,145	10,115,466
Vestis Corp.	United States	417,472	7,689,834
			17,805,300
Construction & Engineering 1.5%			
^a WillScot Mobile Mini Holdings Corp.	United States	307,579	11,368,120
Consumer Finance 1.6%			
Capital One Financial Corp.	United States	83,170	11,929,073
Containers & Packaging 1.5%			
International Paper Co.	United States	325,568	11,375,346
Distributors 1.1%			
Genuine Parts Co.	United States	52,973	8,327,885
Electric Utilities 6.6%			
Entergy Corp.	United States	197,244	21,040,018
Evergy, Inc.	United States	164,041	8,603,950
PPL Corp.	United States	751,603	20,639,018
			50,282,986
Electrical Equipment 1.9%			
Regal Rexnord Corp.	United States	90,977	14,680,959
Electronic Equipment, Instruments & Components 2.0%			
^a Flex Ltd.	United States	545,039	15,615,367
Energy Equipment & Services 3.1%			
Baker Hughes Co., A.	United States	312,111	10,181,061
Schlumberger NV	United States	292,473	13,886,618
			24,067,679
Financial Services 4.8%			
^a Fiserv, Inc.	United States	61,289	9,356,992

Franklin Mutual U.S. Mid Cap Value Fund (continued)

	Country	Shares	Value
Common Stocks (continued)			
Financial Services (continued)			
Global Payments, Inc.	United States	92,032	\$11,298,769
Voya Financial, Inc.	United States	230,071	15,681,639
			<u>36,337,400</u>
Food Products 2.3%			
Kraft Heinz Co. (The)	United States	458,154	17,689,326
Health Care Equipment & Supplies 2.8%			
Baxter International, Inc.	United States	265,122	10,702,975
^a Envista Holdings Corp.	United States	543,106	10,688,326
			<u>21,391,301</u>
Health Care Providers & Services 4.0%			
Cencora, Inc.	United States	53,111	12,696,185
Fresenius SE & Co. KGaA.	Germany	303,543	9,058,685
Humana, Inc.	United States	28,806	8,702,005
			<u>30,456,875</u>
Household Durables 1.8%			
DR Horton, Inc.	United States	96,778	13,789,897
Independent Power and Renewable Electricity Producers 1.4%			
AES Corp. (The)	United States	578,625	10,357,388
Insurance 4.1%			
Everest Group Ltd.	United States	41,784	15,310,076
Hartford Financial Services Group, Inc. (The)	United States	161,670	15,664,206
			<u>30,974,282</u>
Interactive Media & Services 1.0%			
^a Match Group, Inc.	United States	241,087	7,430,301
Leisure Products 0.9%			
Polaris, Inc.	United States	80,538	6,858,616
Life Sciences Tools & Services 1.3%			
^a Bio-Rad Laboratories, Inc., A.	United States	36,245	9,777,089
Machinery 4.6%			
Dover Corp.	United States	96,047	17,221,227
Parker-Hannifin Corp.	United States	32,730	17,834,904
			<u>35,056,131</u>
Oil, Gas & Consumable Fuels 3.4%			
Crescent Point Energy Corp.	Canada	1,165,154	10,265,007
Williams Cos., Inc. (The)	United States	419,107	16,076,944
			<u>26,341,951</u>
Personal Care Products 2.0%			
Kenvue, Inc.	United States	826,679	15,558,099
Pharmaceuticals 1.2%			
GSK plc	United States	432,667	8,977,226
Professional Services 4.9%			
ICF International, Inc.	United States	60,597	8,743,541
KBR, Inc.	United States	231,956	15,063,223
SS&C Technologies Holdings, Inc.	United States	225,697	13,968,387
			<u>37,775,151</u>
Real Estate Management & Development 2.8%			
^a CBRE Group, Inc., A.	United States	133,309	11,583,219

Franklin Mutual U.S. Mid Cap Value Fund (continued)

	Country	Shares	Value
Common Stocks (continued)			
Real Estate Management & Development (continued)			
Colliers International Group, Inc.	Canada	92,741	\$9,648,774
			21,231,993
Retail REITs 2.3%			
Brixmor Property Group, Inc.	United States	797,148	17,616,971
Software 1.7%			
Gen Digital, Inc.	United States	643,041	12,950,846
Specialized REITs 1.4%			
SBA Communications Corp., A	United States	58,069	10,807,802
Specialty Retail 1.0%			
Dick's Sporting Goods, Inc.	United States	37,334	7,501,894
Trading Companies & Distributors 3.7%			
^a AerCap Holdings NV.	Ireland	141,813	11,981,780
Ferguson plc.	United States	76,799	16,120,110
			28,101,890
Total Common Stocks (Cost \$598,017,377)			731,669,811
Short Term Investments 4.1%			
Money Market Funds 4.1%			
^{b,c} Institutional Fiduciary Trust - Money Market Portfolio, 5.006%	United States	31,210,278	31,210,278
Total Money Market Funds (Cost \$31,210,278)			31,210,278
Total Short Term Investments (Cost \$31,210,278)			31,210,278
Total Investments (Cost \$629,227,655) 100.0%			\$762,880,089
Other Assets, less Liabilities (0.0)%[†]			(227,592)
Net Assets 100.0%			\$762,652,497

See Abbreviations on page 59.

[†]Rounds to less than 0.1% of net assets.

^aNon-income producing.

^bSee Note 3(f) regarding investments in affiliated management investment companies.

^cThe rate shown is the annualized seven-day effective yield at period end.

Financial Highlights

Franklin Small Cap Value Fund

	Six Months Ended April 30, 2024 (unaudited)	Year Ended October 31,				
		2023	2022	2021	2020	2019
Class A						
Per share operating performance						
(for a share outstanding throughout the period)						
Net asset value, beginning of period	\$47.55	\$51.18	\$61.24	\$41.84	\$49.48	\$52.59
Income from investment operations ^a :						
Net investment income ^b	0.27	0.39	0.25	0.47 ^c	0.45	0.51 ^d
Net realized and unrealized gains (losses)	7.87	(2.42)	(4.60)	20.03	(5.01)	4.00
Total from investment operations	8.14	(2.03)	(4.35)	20.50	(4.56)	4.51
Less distributions from:						
Net investment income	(0.46)	(0.20)	(0.34)	(0.35)	(0.58)	(0.44)
Net realized gains	(1.98)	(1.40)	(5.37)	(0.75)	(2.50)	(7.18)
Total distributions	(2.44)	(1.60)	(5.71)	(1.10)	(3.08)	(7.62)
Net asset value, end of period	\$53.25	\$47.55	\$51.18	\$61.24	\$41.84	\$49.48
Total return ^e	17.16%	(4.09)%	(7.83)%	49.59%	(10.04)%	11.35%
Ratios to average net assets^f						
Expenses before waiver and payments by affiliates	0.98%	0.99%	0.98%	1.00%	1.08%	1.06%
Expenses net of waiver and payments by affiliates	0.97%	0.98% ^g	0.98% ^h	1.00% ^h	1.07% ^g	1.05% ^g
Net investment income	1.03%	0.75%	0.46%	0.81% ^c	1.08%	1.10% ^d
Supplemental data						
Net assets, end of period (000's)	\$1,176,563	\$1,076,436	\$1,268,890	\$1,577,561	\$1,123,039	\$1,334,235
Portfolio turnover rate	25.24%	68.74%	47.06%	52.76%	67.46%	57.84%

^aThe amount shown for a share outstanding throughout the period may not correlate with the Statement of Operations for the period due to the timing of sales and repurchases of the Fund's shares in relation to income earned and/or fluctuating fair value of the investments of the Fund.

^bBased on average daily shares outstanding.

^cNet investment income per share includes approximately \$0.15 per share related to income received in the form of special dividends in connection with certain Fund holdings. Excluding this amount, the ratio of net investment income to average net assets would have been 0.56%.

^dNet investment income per share includes approximately \$0.14 per share related to income received in the form of special dividends in connection with certain Fund holdings. Excluding this amount, the ratio of net investment income to average net assets would have been 0.80%.

^eTotal return does not reflect sales commissions or contingent deferred sales charges, if applicable, and is not annualized for periods less than one year.

^fRatios are annualized for periods less than one year.

^gBenefit of expense reduction rounds to less than 0.01%.

^hBenefit of waiver and payments by affiliates rounds to less than 0.01%.

Franklin Small Cap Value Fund (continued)

	Six Months Ended April 30, 2024 (unaudited)	Year Ended October 31,				
		2023	2022	2021	2020	2019
Class C						
Per share operating performance						
(for a share outstanding throughout the period)						
Net asset value, beginning of period	\$39.48	\$42.88	\$52.25	\$35.87	\$42.84	\$46.45
Income from investment operations ^a :						
Net investment income (loss) ^b	0.06	— ^c	(0.13)	0.02 ^d	0.12	0.15 ^e
Net realized and unrealized gains (losses)	6.54	(2.00)	(3.87)	17.20	(4.33)	3.42
Total from investment operations	6.60	(2.00)	(4.00)	17.22	(4.21)	3.57
Less distributions from:						
Net investment income	(0.11)	—	—	(0.09)	(0.26)	—
Net realized gains	(1.98)	(1.40)	(5.37)	(0.75)	(2.50)	(7.18)
Total distributions	(2.09)	(1.40)	(5.37)	(0.84)	(2.76)	(7.18)
Net asset value, end of period	\$43.99	\$39.48	\$42.88	\$52.25	\$35.87	\$42.84
Total return ^f	16.72%	(4.82)%	(8.51)%	48.51%	(10.73)%	10.52%
Ratios to average net assets^g						
Expenses before waiver and payments by affiliates	1.73%	1.74%	1.73%	1.75%	1.83%	1.81%
Expenses net of waiver and payments by affiliates	1.72%	1.73% ^h	1.73% ⁱ	1.75% ⁱ	1.82% ^h	1.80% ^h
Net investment income (loss)	0.29%	—% ^j	(0.29)%	0.05% ^d	0.34%	0.35% ^e
Supplemental data						
Net assets, end of period (000's)	\$49,724	\$50,027	\$68,960	\$99,994	\$77,586	\$111,639
Portfolio turnover rate	25.24%	68.74%	47.06%	52.76%	67.46%	57.84%

^aThe amount shown for a share outstanding throughout the period may not correlate with the Statement of Operations for the period due to the timing of sales and repurchases of the Fund's shares in relation to income earned and/or fluctuating fair value of the investments of the Fund.

^bBased on average daily shares outstanding.

^cAmount rounds to less than \$0.01 per share.

^dNet investment income per share includes approximately \$0.15 per share related to income received in the form of special dividends in connection with certain Fund holdings. Excluding this amount, the ratio of net investment income to average net assets would have been (0.20)%.

^eNet investment income per share includes approximately \$0.14 per share related to income received in the form of special dividends in connection with certain Fund holdings. Excluding this amount, the ratio of net investment income to average net assets would have been 0.05%.

^fTotal return does not reflect sales commissions or contingent deferred sales charges, if applicable, and is not annualized for periods less than one year.

^gRatios are annualized for periods less than one year.

^hBenefit of expense reduction rounds to less than 0.01%.

ⁱBenefit of waiver and payments by affiliates rounds to less than 0.01%.

^jRounds to less than 0.01%.

Franklin Small Cap Value Fund (continued)

	Six Months Ended April 30, 2024 (unaudited)	Year Ended October 31,				
		2023	2022	2021	2020	2019
Class R						
Per share operating performance						
(for a share outstanding throughout the period)						
Net asset value, beginning of period	\$46.86	\$50.46	\$60.43	\$41.31	\$48.88	\$51.98
Income from investment operations ^a :						
Net investment income ^b	0.20	0.26	0.11	0.32 ^c	0.35	0.40 ^d
Net realized and unrealized gains (losses)	7.75	(2.38)	(4.53)	19.79	(4.97)	3.94
Total from investment operations	7.95	(2.12)	(4.42)	20.11	(4.62)	4.34
Less distributions from:						
Net investment income	(0.32)	(0.08)	(0.18)	(0.24)	(0.45)	(0.26)
Net realized gains	(1.98)	(1.40)	(5.37)	(0.75)	(2.50)	(7.18)
Total distributions	(2.30)	(1.48)	(5.55)	(0.99)	(2.95)	(7.44)
Net asset value, end of period	\$52.51	\$46.86	\$50.46	\$60.43	\$41.31	\$48.88
Total return ^e	17.00%	(4.35)%	(8.05)%	49.22%	(10.27)%	11.06%
Ratios to average net assets^f						
Expenses before waiver and payments by affiliates	1.23%	1.24%	1.23%	1.25%	1.33%	1.31%
Expenses net of waiver and payments by affiliates	1.22%	1.23% ^g	1.23% ^h	1.25% ^h	1.32% ^g	1.30% ^g
Net investment income	0.79%	0.50%	0.21%	0.56% ^c	0.84%	0.85% ^d
Supplemental data						
Net assets, end of period (000's)	\$107,073	\$102,284	\$119,060	\$150,288	\$106,201	\$143,634
Portfolio turnover rate	25.24%	68.74%	47.06%	52.76%	67.46%	57.84%

^aThe amount shown for a share outstanding throughout the period may not correlate with the Statement of Operations for the period due to the timing of sales and repurchases of the Fund's shares in relation to income earned and/or fluctuating fair value of the investments of the Fund.

^bBased on average daily shares outstanding.

^cNet investment income per share includes approximately \$0.15 per share related to income received in the form of special dividends in connection with certain Fund holdings. Excluding this amount, the ratio of net investment income to average net assets would have been 0.32%.

^dNet investment income per share includes approximately \$0.14 per share related to income received in the form of special dividends in connection with certain Fund holdings. Excluding this amount, the ratio of net investment income to average net assets would have been 0.55%.

^eTotal return is not annualized for periods less than one year.

^fRatios are annualized for periods less than one year.

^gBenefit of expense reduction rounds to less than 0.01%.

^hBenefit of waiver and payments by affiliates rounds to less than 0.01%.

Franklin Small Cap Value Fund (continued)

	Six Months Ended April 30, 2024 (unaudited)	Year Ended October 31,				
		2023	2022	2021	2020	2019
Class R6						
Per share operating performance						
(for a share outstanding throughout the period)						
Net asset value, beginning of period	\$50.90	\$54.68	\$65.05	\$44.37	\$52.29	\$55.17
Income from investment operations ^a :						
Net investment income ^b	0.40	0.63	0.48	0.71 ^c	0.65	0.75 ^d
Net realized and unrealized gains (losses)	8.42	(2.60)	(4.89)	21.27	(5.27)	4.23
Total from investment operations	8.82	(1.97)	(4.41)	21.98	(4.62)	4.98
Less distributions from:						
Net investment income	(0.67)	(0.41)	(0.59)	(0.55)	(0.80)	(0.68)
Net realized gains	(1.98)	(1.40)	(5.37)	(0.75)	(2.50)	(7.18)
Total distributions	(2.65)	(1.81)	(5.96)	(1.30)	(3.30)	(7.86)
Net asset value, end of period	\$57.07	\$50.90	\$54.68	\$65.05	\$44.37	\$52.29
Total return ^e	17.36%	(3.72)%	(7.46)%	50.21%	(9.65)%	11.82%
Ratios to average net assets^f						
Expenses before waiver and payments by affiliates	0.60%	0.61%	0.62%	0.62%	0.68%	0.66%
Expenses net of waiver and payments by affiliates	0.59%	0.59% ^g	0.59%	0.59%	0.64% ^g	0.61% ^g
Net investment income	1.41%	1.14%	0.84%	1.15% ^c	1.47%	1.54% ^d
Supplemental data						
Net assets, end of period (000's)	\$1,357,402	\$1,225,364	\$1,248,367	\$1,336,020	\$510,946	\$362,397
Portfolio turnover rate	25.24%	68.74%	47.06%	52.76%	67.46%	57.84%

^aThe amount shown for a share outstanding throughout the period may not correlate with the Statement of Operations for the period due to the timing of sales and repurchases of the Fund's shares in relation to income earned and/or fluctuating fair value of the investments of the Fund.

^bBased on average daily shares outstanding.

^cNet investment income per share includes approximately \$0.15 per share related to income received in the form of special dividends in connection with certain Fund holdings. Excluding this amount, the ratio of net investment income to average net assets would have been 0.90%.

^dNet investment income per share includes approximately \$0.14 per share related to income received in the form of special dividends in connection with certain Fund holdings. Excluding this amount, the ratio of net investment income to average net assets would have been 1.24%.

^eTotal return is not annualized for periods less than one year.

^fRatios are annualized for periods less than one year.

^gBenefit of expense reduction rounds to less than 0.01%.

Franklin Small Cap Value Fund (continued)

	Six Months Ended April 30, 2024 (unaudited)	Year Ended October 31,				
		2023	2022	2021	2020	2019
Advisor Class						
Per share operating performance						
(for a share outstanding throughout the period)						
Net asset value, beginning of period	\$50.98	\$54.76	\$65.13	\$44.44	\$52.36	\$55.19
Income from investment operations ^a :						
Net investment income ^b	0.36	0.55	0.41	0.63 ^c	0.58	0.67 ^d
Net realized and unrealized gains (losses)	8.44	(2.60)	(4.91)	21.30	(5.29)	4.24
Total from investment operations	8.80	(2.05)	(4.50)	21.93	(4.71)	4.91
Less distributions from:						
Net investment income	(0.59)	(0.33)	(0.50)	(0.49)	(0.71)	(0.56)
Net realized gains	(1.98)	(1.40)	(5.37)	(0.75)	(2.50)	(7.18)
Total distributions	(2.57)	(1.73)	(5.87)	(1.24)	(3.21)	(7.74)
Net asset value, end of period	\$57.21	\$50.98	\$54.76	\$65.13	\$44.44	\$52.36
Total return ^e	17.28%	(3.86)%	(7.59)%	49.98%	(9.81)%	11.61%
Ratios to average net assets^f						
Expenses before waiver and payments by affiliates	0.73%	0.74%	0.73%	0.75%	0.83%	0.81%
Expenses net of waiver and payments by affiliates	0.72%	0.73% ^g	0.73% ^h	0.75% ^h	0.82% ^g	0.80% ^g
Net investment income	1.28%	1.00%	0.71%	1.01% ^c	1.30%	1.35% ^d
Supplemental data						
Net assets, end of period (000's)	\$1,224,688	\$1,199,891	\$1,406,507	\$1,687,270	\$646,240	\$522,329
Portfolio turnover rate	25.24%	68.74%	47.06%	52.76%	67.46%	57.84%

^aThe amount shown for a share outstanding throughout the period may not correlate with the Statement of Operations for the period due to the timing of sales and repurchases of the Fund's shares in relation to income earned and/or fluctuating fair value of the investments of the Fund.

^bBased on average daily shares outstanding.

^cNet investment income per share includes approximately \$0.15 per share related to income received in the form of special dividends in connection with certain Fund holdings. Excluding this amount, the ratio of net investment income to average net assets would have been 0.76%.

^dNet investment income per share includes approximately \$0.14 per share related to income received in the form of special dividends in connection with certain Fund holdings. Excluding this amount, the ratio of net investment income to average net assets would have been 1.05%.

^eTotal return is not annualized for periods less than one year.

^fRatios are annualized for periods less than one year.

^gBenefit of expense reduction rounds to less than 0.01%.

^hBenefit of waiver and payments by affiliates rounds to less than 0.01%.

Schedule of Investments (unaudited), April 30, 2024

Franklin Small Cap Value Fund

	Country	Shares	Value
Common Stocks 96.9%			
Aerospace & Defense 5.5%			
Babcock International Group plc	United Kingdom	3,218,723	\$20,369,814
Melrose Industries plc	United Kingdom	5,418,108	42,569,876
QinetiQ Group plc	United Kingdom	21,832,340	93,181,154
^a Senior plc	United Kingdom	28,282,051	57,539,319
			213,660,163
Automobile Components 1.3%			
^b Adient plc	United States	1,260,787	37,659,708
LCI Industries	United States	144,777	15,053,912
			52,713,620
Banks 15.3%			
Atlantic Union Bankshares Corp.	United States	585,132	18,589,644
^a Camden National Corp.	United States	814,001	25,413,111
Columbia Banking System, Inc.	United States	4,455,880	83,815,103
First Bancorp	United States	876,158	26,643,965
First Commonwealth Financial Corp.	United States	1,926,186	25,406,393
First Interstate BancSystem, Inc., A.	United States	3,733,834	99,693,368
German American Bancorp, Inc.	United States	870,750	27,628,898
Peoples Bancorp, Inc.	United States	1,211,265	35,175,136
Seacoast Banking Corp. of Florida	United States	1,922,349	44,348,591
SouthState Corp.	United States	1,274,910	96,510,687
TriCo Bancshares	United States	1,021,104	35,503,786
WSFS Financial Corp.	United States	1,888,465	80,694,109
			599,422,791
Building Products 2.2%			
Insteel Industries, Inc.	United States	441,343	14,167,110
UFP Industries, Inc.	United States	625,994	70,549,524
			84,716,634
Capital Markets 1.6%			
Piper Sandler Cos.	United States	196,142	38,402,642
Victory Capital Holdings, Inc., A.	United States	484,286	24,630,786
			63,033,428
Chemicals 7.4%			
Ashland, Inc.	United States	342,560	32,656,245
Avient Corp.	United States	1,731,481	73,449,424
^{a,b} Elementis plc	United Kingdom	39,868,704	70,107,982
Olin Corp.	United States	763,786	39,930,732
Tronox Holdings plc	United States	4,312,250	73,265,127
			289,409,510
Commercial Services & Supplies 2.6%			
HNI Corp.	United States	1,069,951	44,884,445
Vestis Corp.	United States	3,019,422	55,617,753
			100,502,198
Communications Equipment 1.0%			
^b Lumentum Holdings, Inc.	United States	893,018	39,078,468
Construction & Engineering 3.7%			
Primoris Services Corp.	United States	1,975,683	92,066,828
Stantec, Inc.	Canada	24,644	1,962,033
^b WillScot Mobile Mini Holdings Corp.	United States	1,415,348	52,311,262
			146,340,123

Franklin Small Cap Value Fund (continued)

	Country	Shares	Value
Common Stocks (continued)			
Consumer Finance 0.4%			
Bread Financial Holdings, Inc.	United States	452,251	\$16,692,584
Diversified REITs 1.1%			
Alexander & Baldwin, Inc.	United States	2,720,551	44,807,475
Electric Utilities 1.4%			
IDACORP, Inc.	United States	561,815	53,248,826
Electrical Equipment 2.5%			
Regal Rexnord Corp.	United States	597,792	96,465,695
Electronic Equipment, Instruments & Components 5.4%			
Benchmark Electronics, Inc.	United States	1,158,518	34,998,829
^b Coherent Corp.	United States	1,022,054	55,834,810
CTS Corp.	United States	47,225	2,160,544
^{a,b} Knowles Corp.	United States	5,721,347	90,568,923
^b Sanmina Corp.	United States	470,266	28,531,038
			212,094,144
Energy Equipment & Services 0.8%			
Hunting plc	United Kingdom	2,334,461	10,376,463
^b John Wood Group plc	United Kingdom	4,355,973	8,078,067
TechnipFMC plc	United Kingdom	559,443	14,332,930
			32,787,460
Food Products 2.8%			
Glanbia plc	Ireland	5,781,570	110,084,743
Health Care Equipment & Supplies 2.6%			
^b Envista Holdings Corp.	United States	3,432,594	67,553,450
^b Integer Holdings Corp.	United States	306,599	34,225,646
			101,779,096
Hotel & Resort REITs 1.0%			
Sunstone Hotel Investors, Inc.	United States	3,756,578	38,317,096
Hotels, Restaurants & Leisure 5.1%			
Boyd Gaming Corp.	United States	512,901	27,445,332
^b Brinker International, Inc.	United States	1,340,841	71,869,078
Dalata Hotel Group plc	Ireland	6,485,086	29,167,231
^b Hilton Grand Vacations, Inc.	United States	1,730,363	72,052,315
			200,533,956
Household Durables 1.8%			
Century Communities, Inc.	United States	140,017	11,106,149
^b M/I Homes, Inc.	United States	195,074	22,671,500
Meritage Homes Corp.	United States	144,926	24,020,035
^b Taylor Morrison Home Corp., A	United States	253,924	14,222,283
			72,019,967
Industrial REITs 0.1%			
STAG Industrial, Inc.	United States	106,895	3,676,119
Insurance 6.2%			
CNO Financial Group, Inc.	United States	3,119,008	82,123,481
Hanover Insurance Group, Inc. (The)	United States	690,470	89,636,815
Horace Mann Educators Corp., (USD Traded)	United States	1,929,343	71,115,583
			242,875,879

Franklin Small Cap Value Fund (continued)

	Country	Shares	Value
Common Stocks (continued)			
Leisure Products 2.2%			
BRP, Inc.	United States	129,629	\$8,720,710
Brunswick Corp.	United States	293,215	23,644,858
^b Mattel, Inc.	United States	3,024,759	55,413,585
			87,779,153
Machinery 4.6%			
^b Atmus Filtration Technologies, Inc.	United States	760,049	23,021,884
^a Columbus McKinnon Corp.	United States	1,767,853	72,959,293
Mueller Water Products, Inc., A.	United States	5,121,578	81,125,796
Timken Co. (The)	United States	25,937	2,314,099
			179,421,072
Media 0.5%			
Cable One, Inc.	United States	50,337	19,825,227
Metals & Mining 1.3%			
Commercial Metals Co.	United States	560,771	30,135,833
Ryerson Holding Corp.	United States	705,725	20,148,449
			50,284,282
Multi-Utilities 0.3%			
Black Hills Corp.	United States	235,110	12,907,539
Office REITs 0.5%			
Highwoods Properties, Inc.	United States	745,834	19,540,851
Oil, Gas & Consumable Fuels 5.4%			
Crescent Point Energy Corp.	Canada	16,232,618	143,137,086
^{a,b} Green Plains, Inc.	United States	3,279,575	67,788,815
			210,925,901
Paper & Forest Products 0.8%			
Louisiana-Pacific Corp.	United States	422,334	30,910,626
Professional Services 1.0%			
ICF International, Inc.	United States	17,928	2,586,831
Kforce, Inc.	United States	595,987	36,808,157
			39,394,988
Real Estate Management & Development 0.1%			
Colliers International Group, Inc.	Canada	34,224	3,560,665
Retail REITs 0.3%			
Kite Realty Group Trust.	United States	471,199	10,272,138
Semiconductors & Semiconductor Equipment 1.2%			
^b Cohu, Inc.	United States	1,509,468	45,767,070
Software 3.7%			
^b ACI Worldwide, Inc.	United States	4,304,620	146,787,542
Specialty Retail 0.6%			
Group 1 Automotive, Inc.	United States	74,958	22,039,151
Textiles, Apparel & Luxury Goods 0.9%			
Dr. Martens plc.	United Kingdom	20,204,750	19,174,203
PVH Corp.	United States	131,523	14,309,703
			33,483,906

Franklin Small Cap Value Fund (continued)

	Country	Shares	Value
Common Stocks (continued)			
Trading Companies & Distributors 1.7%			
Herc Holdings, Inc.	United States	103,866	\$14,855,954
McGrath RentCorp	United States	483,734	51,595,068
			66,451,022
Total Common Stocks (Cost \$3,283,429,208)			3,793,611,108
Management Investment Companies 2.5%			
Capital Markets 2.5%			
iShares Russell 2000 Value ETF	United States	663,409	98,874,477
Total Management Investment Companies (Cost \$98,060,045)			98,874,477
Total Long Term Investments (Cost \$3,381,489,253)			3,892,485,585
Short Term Investments 1.5%			
Money Market Funds 1.5%			
^{c,d} Institutional Fiduciary Trust - Money Market Portfolio, 5.006%	United States	59,167,397	59,167,397
Total Money Market Funds (Cost \$59,167,397)			59,167,397
Total Short Term Investments (Cost \$59,167,397)			59,167,397
Total Investments (Cost \$3,440,656,650) 100.9%			\$3,951,652,982
Other Assets, less Liabilities (0.9%)			(36,203,005)
Net Assets 100.0%			\$3,915,449,977

See Abbreviations on page 59.

^a See Note 6 regarding holdings of 5% voting securities.

^b Non-income producing.

^c See Note 3(f) regarding investments in affiliated management investment companies.

^d The rate shown is the annualized seven-day effective yield at period end.

Statements of Assets and Liabilities

April 30, 2024 (unaudited)

	Franklin MicroCap Value Fund	Franklin Mutual U.S. Mid Cap Value Fund	Franklin Small Cap Value Fund
Assets:			
Investments in securities:			
Cost - Unaffiliated issuers	\$134,857,472	\$598,017,377	\$2,978,778,114
Cost - Non-controlled affiliates (Note 3f and 6)	7,521,393	31,210,278	461,878,536
Value - Unaffiliated issuers	\$184,380,953	\$731,669,811	\$3,508,108,142
Value - Non-controlled affiliates (Note 3f and 6)	7,521,393	31,210,278	443,544,840
Foreign currency, at value (cost \$-, \$- and \$217, respectively)	—	—	216
Receivables:			
Investment securities sold	760,864	—	22,411,175
Capital shares sold	33,551	264,396	1,581,109
Dividends	921	946,157	2,339,581
Total assets	192,697,682	764,090,642	3,977,985,063
Liabilities:			
Payables:			
Investment securities purchased	—	—	53,323,514
Capital shares redeemed	115,016	612,477	5,368,532
Management fees	121,675	299,006	1,803,374
Distribution fees	31,093	149,684	331,835
Transfer agent fees	43,520	190,162	1,377,531
Registration and filing fees	29,354	60,019	117,400
Professional fees	52,958	64,408	54,501
Trustees' fees and expenses	4,263	11,460	53,961
Accrued expenses and other liabilities	4,686	50,929	104,438
Total liabilities	402,565	1,438,145	62,535,086
Net assets, at value	\$192,295,117	\$762,652,497	\$3,915,449,977
Net assets consist of:			
Paid-in capital	\$135,032,345	\$620,637,995	\$3,335,853,397
Total distributable earnings (losses)	57,262,772	142,014,502	579,596,580
Net assets, at value	\$192,295,117	\$762,652,497	\$3,915,449,977

Statements of Assets and Liabilities (continued)

April 30, 2024 (unaudited)

	Franklin MicroCap Value Fund	Franklin Mutual U.S. Mid Cap Value Fund	Franklin Small Cap Value Fund
Class A:			
Net assets, at value	\$145,694,077	\$662,452,537	\$1,176,563,228
Shares outstanding	5,506,372	19,270,885	22,093,986
Net asset value per share ^{a,b}	\$26.46	\$34.38	\$53.25
Maximum offering price per share (net asset value per share + 94.50%) ^b	\$28.00	\$36.38	\$56.35
Class C:			
Net assets, at value	\$—	\$9,815,354	\$49,724,311
Shares outstanding	—	301,573	1,130,475
Net asset value and maximum offering price per share ^{a,b}	\$—	\$32.55	\$43.99
Class R:			
Net assets, at value	\$—	\$5,735,166	\$107,073,271
Shares outstanding	—	165,821	2,039,043
Net asset value and maximum offering price per share ^b	\$—	\$34.59	\$52.51
Class R6:			
Net assets, at value	\$15,207,764	\$34,978,587	\$1,357,401,604
Shares outstanding	561,690	968,412	23,784,195
Net asset value and maximum offering price per share ^b	\$27.08	\$36.12	\$57.07
Advisor Class:			
Net assets, at value	\$31,393,276	\$49,670,853	\$1,224,687,563
Shares outstanding	1,170,103	1,369,765	21,406,724
Net asset value and maximum offering price per share ^b	\$26.83	\$36.26	\$57.21

^aRedemption price is equal to net asset value less contingent deferred sales charges, if applicable.

^bNet asset value per share may not recalculate due to rounding.

Statements of Operations

for the six months ended April 30, 2024 (unaudited)

	Franklin MicroCap Value Fund	Franklin Mutual U.S. Mid Cap Value Fund	Franklin Small Cap Value Fund
Investment income:			
Dividends: (net of foreign taxes of \$13,294, \$24,414 and \$531,855, respectively)			
Unaffiliated issuers	\$1,755,533	\$7,842,371	\$34,893,233
Non-controlled affiliates (Note 3f and 6)	151,299	898,162	4,989,882
Income from securities loaned:			
Unaffiliated entities (net of fees and rebates)	(394)	—	642,289
Non-controlled affiliates (Note 3f)	436	—	—
Total investment income	1,906,874	8,740,533	40,525,404
Expenses:			
Management fees (Note 3a)	766,617	1,848,305	11,048,741
Distribution fees: (Note 3c)			
Class A	188,259	833,133	1,484,276
Class C	—	52,469	261,086
Class R	—	13,783	276,242
Transfer agent fees: (Note 3e)			
Class A	89,377	403,216	941,994
Class C	—	6,384	41,572
Class R	—	3,325	87,784
Class R6	7,094	8,247	240,553
Advisor Class	22,687	29,417	1,050,360
Custodian fees	781	2,938	24,661
Reports to shareholders fees	10,420	42,375	113,147
Registration and filing fees	29,354	51,963	102,519
Professional fees	52,848	50,506	53,468
Trustees' fees and expenses	7,852	24,374	123,092
Other	5,831	13,917	53,890
Total expenses	1,181,120	3,384,352	15,903,385
Expenses waived/paid by affiliates (Note 3f and 3g)	(14,996)	(65,155)	(151,289)
Net expenses	1,166,124	3,319,197	15,752,096
Net investment income	740,750	5,421,336	24,773,308
Realized and unrealized gains (losses):			
Net realized gain (loss) from:			
Investments:			
Unaffiliated issuers	7,436,368	15,990,626	126,587,631
Non-controlled affiliates (Note 3f and 6)	—	—	(41,067,684)
Foreign currency transactions	(396)	(24,215)	117,104
Net realized gain (loss)	7,435,972	15,966,411	85,637,051
Net change in unrealized appreciation (depreciation) on:			
Investments:			
Unaffiliated issuers	7,612,440	95,263,602	421,064,907
Non-controlled affiliates (Note 3f and 6)	—	—	96,651,729
Translation of other assets and liabilities denominated in foreign currencies	—	(1,113)	(25,574)
Net change in unrealized appreciation (depreciation)	7,612,440	95,262,489	517,691,062
Net realized and unrealized gain (loss)	15,048,412	111,228,900	603,328,113
Net increase (decrease) in net assets resulting from operations	\$15,789,162	\$116,650,236	\$628,101,421

Statements of Changes in Net Assets

	Franklin MicroCap Value Fund		Franklin Mutual U.S. Mid Cap Value Fund	
	Six Months Ended April 30, 2024 (unaudited)	Year Ended October 31, 2023	Six Months Ended April 30, 2024 (unaudited)	Year Ended October 31, 2023
Increase (decrease) in net assets:				
Operations:				
Net investment income	\$740,750	\$1,516,812	\$5,421,336	\$10,614,469
Net realized gain (loss)	7,435,972	12,069,092	15,966,411	1,831,353
Net change in unrealized appreciation (depreciation)	7,612,440	(15,546,751)	95,262,489	(29,357,836)
Net increase (decrease) in net assets resulting from operations.	15,789,162	(1,960,847)	116,650,236	(16,912,014)
Distributions to shareholders:				
Class A.	(7,816,485)	(8,541,841)	(15,633,644)	(29,741,114)
Class C.	—	—	(167,172)	(544,896)
Class R.	—	—	(111,731)	(222,649)
Class R6.	(864,704)	(1,655,076)	(891,595)	(1,629,920)
Advisor Class	(2,233,966)	(2,737,837)	(1,184,176)	(2,058,722)
Total distributions to shareholders	(10,915,155)	(12,934,754)	(17,988,318)	(34,197,301)
Capital share transactions: (Note 2)				
Class A.	2,928,301	4,202,003	(31,151,699)	(36,585,914)
Class C.	—	—	(1,997,939)	(4,277,447)
Class R.	—	—	115,119	(145,538)
Class R6.	(437,706)	(8,300,169)	(1,290,284)	(2,537,069)
Advisor Class	(6,648,039)	(4,591,114)	246,577	(177,291)
Total capital share transactions	(4,157,444)	(8,689,280)	(34,078,226)	(43,723,259)
Net increase (decrease) in net assets	716,563	(23,584,881)	64,583,692	(94,832,574)
Net assets:				
Beginning of period	191,578,554	215,163,435	698,068,805	792,901,379
End of period	\$192,295,117	\$191,578,554	\$762,652,497	\$698,068,805

Statements of Changes in Net Assets (continued)

	Franklin Small Cap Value Fund	
	Six Months Ended April 30, 2024 (unaudited)	Year Ended October 31, 2023
Increase (decrease) in net assets:		
Operations:		
Net investment income	\$24,773,308	\$38,472,968
Net realized gain (loss)	85,637,051	158,770,180
Net change in unrealized appreciation (depreciation)	517,691,062	(337,535,229)
Net increase (decrease) in net assets resulting from operations	628,101,421	(140,292,081)
Distributions to shareholders:		
Class A	(54,183,130)	(39,189,566)
Class C	(2,513,003)	(2,197,068)
Class R	(4,850,236)	(3,524,991)
Class R6	(63,537,572)	(41,658,770)
Advisor Class	(59,482,942)	(43,515,807)
Total distributions to shareholders	(184,566,883)	(130,086,202)
Capital share transactions: (Note 2)		
Class A	(28,741,073)	(111,212,666)
Class C	(5,939,446)	(14,573,606)
Class R	(7,475,079)	(8,815,609)
Class R6	(17,266,962)	67,158,340
Advisor Class	(122,664,315)	(119,959,955)
Total capital share transactions	(182,086,875)	(187,403,496)
Net increase (decrease) in net assets	261,447,663	(457,781,779)
Net assets:		
Beginning of period	3,654,002,314	4,111,784,093
End of period	\$3,915,449,977	\$3,654,002,314

Notes to Financial Statements (unaudited)

1. Organization and Significant Accounting Policies

Franklin Value Investors Trust (Trust) is registered under the Investment Company Act of 1940 (1940 Act) as an open-end management investment company, consisting of three separate funds (Funds). The Funds follow the accounting and reporting guidance in Financial Accounting Standards Board (FASB) Accounting Standards Codification Topic 946, Financial Services – Investment Companies (ASC 946) and apply the specialized accounting and reporting guidance in U.S. Generally Accepted Accounting Principles (U.S. GAAP), including, but not limited to, ASC 946. The classes of shares offered within each of the Funds are indicated below. Class C shares automatically convert to Class A shares on a monthly basis, after they have been held for 8 years. Each class of shares may differ by its initial sales load, contingent deferred sales charges, voting rights on matters affecting a single class, its exchange privilege and fees due to differing arrangements for distribution and transfer agent fees.

Class A, Class R6 & Advisor Class

Franklin MicroCap Value Fund

Class A, Class C, Class R, Class R6 & Advisor Class

Franklin Mutual U.S. Mid Cap Value Fund
Franklin Small Cap Value Fund

Effective May 22, 2024, Franklin MicroCap Value Fund was renamed Franklin Mutual Small-Mid Cap Value Fund.

The following summarizes the Funds' significant accounting policies.

a. Financial Instrument Valuation

The Funds' investments in financial instruments are carried at fair value daily. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants on the measurement date. The Funds calculate the net asset value (NAV) per share each business day as of 4 p.m. Eastern time or the regularly scheduled close of the New York Stock Exchange (NYSE), whichever is earlier. Under compliance policies and procedures approved by the Trust's Board of Trustees (the Board), the Board has designated the Funds' investment manager as the valuation designee and has responsibility for oversight of valuation. The investment manager is assisted by the Funds' administrator in performing this responsibility, including leading the cross-

functional Valuation Committee (VC). The Funds may utilize independent pricing services, quotations from securities and financial instrument dealers, and other market sources to determine fair value.

Equity securities and exchange traded funds listed on an exchange or on the NASDAQ National Market System are valued at the last quoted sale price or the official closing price of the day, respectively. Foreign equity securities are valued as of the close of trading on the foreign stock exchange on which the security is primarily traded, or as of 4 p.m. Eastern time. The value is then converted into its U.S. dollar equivalent at the foreign exchange rate in effect at 4 p.m. Eastern time on the day that the value of the security is determined. Over-the-counter (OTC) securities are valued within the range of the most recent quoted bid and ask prices. Securities that trade in multiple markets or on multiple exchanges are valued according to the broadest and most representative market. Certain equity securities are valued based upon fundamental characteristics or relationships to similar securities.

Investments in open-end mutual funds are valued at the closing NAV.

The Funds have procedures to determine the fair value of financial instruments for which market prices are not reliable or readily available. Under these procedures, the Funds primarily employ a market-based approach which may use related or comparable assets or liabilities, recent transactions, market multiples, and other relevant information for the investment to determine the fair value of the investment. An income-based valuation approach may also be used in which the anticipated future cash flows of the investment are discounted to calculate fair value. Discounts may also be applied due to the nature or duration of any restrictions on the disposition of the investments. Due to the inherent uncertainty of valuations of such investments, the fair values may differ significantly from the values that would have been used had an active market existed.

Trading in securities on foreign securities stock exchanges and OTC markets may be completed before 4 p.m. Eastern time. In addition, trading in certain foreign markets may not take place on every Funds' business day. Events can occur between the time at which trading in a foreign security is completed and 4 p.m. Eastern time that might call into question the reliability of the value of a portfolio security held by the Funds. As a result, differences may arise between the value of the Funds' portfolio securities as determined at

1. Organization and Significant Accounting Policies

(continued)

a. Financial Instrument Valuation (continued)

the foreign market close and the latest indications of value at 4 p.m. Eastern time. In order to minimize the potential for these differences, an independent pricing service may be used to adjust the value of the Funds' portfolio securities to the latest indications of fair value at 4 p.m. Eastern time. At April 30, 2024, certain securities may have been fair valued using these procedures, in which case the securities were categorized as Level 2 within the fair value hierarchy (referred to as "market level fair value"). See the Fair Value Measurements note for more information.

When the last day of the reporting period is a non-business day, certain foreign markets may be open on those days that the Funds' NAV is not calculated, which could result in differences between the value of the Funds' portfolio securities on the last business day and the last calendar day of the reporting period. Any security valuation changes due to an open foreign market are adjusted and reflected by the Funds for financial reporting purposes.

b. Foreign Currency Translation

Portfolio securities and other assets and liabilities denominated in foreign currencies are translated into U.S. dollars based on the exchange rate of such currencies against U.S. dollars on the date of valuation. The Funds may enter into foreign currency exchange contracts to facilitate transactions denominated in a foreign currency. Purchases and sales of securities, income and expense items denominated in foreign currencies are translated into U.S. dollars at the exchange rate in effect on the transaction date. Portfolio securities and assets and liabilities denominated in foreign currencies contain risks that those currencies will decline in value relative to the U.S. dollar. Occasionally, events may impact the availability or reliability of foreign exchange rates used to convert the U.S. dollar equivalent value. If such an event occurs, the foreign exchange rate will be valued at fair value using procedures established and approved by the Board.

The Funds do not separately report the effect of changes in foreign exchange rates from changes in market prices on securities held. Such changes are included in net realized and unrealized gain or loss from investments in the Statements of Operations.

Realized foreign exchange gains or losses arise from sales of foreign currencies, currency gains or losses realized between the trade and settlement dates on securities transactions and the difference between the recorded amounts of dividends, interest, and foreign withholding taxes and the U.S. dollar equivalent of the amounts actually received or paid. Net unrealized foreign exchange gains and losses arise from changes in foreign exchange rates on foreign denominated assets and liabilities other than investments in securities held at the end of the reporting period.

c. Securities Lending

Certain or all Funds participate in an agency based securities lending program to earn additional income. The Fund receives collateral in the form of cash and/or U.S. Government and Agency securities against the loaned securities in an amount equal to at least 102% of the fair value of the loaned securities. Collateral is maintained over the life of the loan in an amount not less than 100% of the fair value of loaned securities, as determined at the close of Fund business each day; any additional collateral required due to changes in security values is delivered to the Fund on the next business day. Any cash collateral received is deposited into a joint cash account with other funds and is used to invest in a money market fund managed by Franklin Advisers, Inc., an affiliate of the Funds. The Fund may receive income from the investment of cash collateral, in addition to lending fees and rebates paid by the borrower. Income from securities loaned, net of fees paid to the securities lending agent and/or third-party vendor, is reported separately in the Statements of Operations. The Fund bears the market risk with respect to any cash collateral investment, securities loaned, and the risk that the agent may default on its obligations to the Fund. If the borrower defaults on its obligation to return the securities loaned, the Fund has the right to repurchase the securities in the open market using the collateral received. The securities lending agent has agreed to indemnify the Fund in the event of default by a third party borrower. At April 30, 2024, the Funds had no securities on loan.

d. Income and Deferred Taxes

It is each Fund's policy to qualify as a regulated investment company under the Internal Revenue Code. Each Fund intends to distribute to shareholders substantially all of its

1. Organization and Significant Accounting Policies

(continued)

d. Income and Deferred Taxes (continued)

taxable income and net realized gains to relieve it from federal income and excise taxes. As a result, no provision for U.S. federal income taxes is required.

The Funds may be subject to foreign taxation related to income received, capital gains on the sale of securities and certain foreign currency transactions in the foreign jurisdictions in which the Funds invest. Foreign taxes, if any, are recorded based on the tax regulations and rates that exist in the foreign markets in which the Funds invest. When a capital gain tax is determined to apply, certain or all Funds record an estimated deferred tax liability in an amount that would be payable if the securities were disposed of on the valuation date.

Each Fund may recognize an income tax liability related to its uncertain tax positions under U.S. GAAP when the uncertain tax position has a less than 50% probability that it will be sustained upon examination by the tax authorities based on its technical merits. As of April 30, 2024, each Fund has determined that no tax liability is required in its financial statements related to uncertain tax positions for any open tax years (or expected to be taken in future tax years). Open tax years are those that remain subject to examination and are based on the statute of limitations in each jurisdiction in which the Fund invests.

e. Security Transactions, Investment Income, Expenses and Distributions

Security transactions are accounted for on trade date. Realized gains and losses on security transactions are determined on a specific identification basis. Dividend income is recorded on the ex-dividend date except for certain dividends from securities where the dividend rate is not available. In such cases, the dividend is recorded as soon as the information is received by the Funds. Distributions to shareholders are recorded on the ex-dividend date. Distributable earnings are determined according to income tax regulations (tax basis) and may differ from earnings recorded in accordance with U.S. GAAP. These differences may be permanent or temporary. Permanent differences are reclassified among capital accounts to reflect their tax character. These reclassifications

have no impact on net assets or the results of operations. Temporary differences are not reclassified, as they may reverse in subsequent periods.

Common expenses incurred by the Trust are allocated among the Funds based on the ratio of net assets of each Fund to the combined net assets of the Trust or based on the ratio of number of shareholders of each Fund to the combined number of shareholders of the Trust. Fund specific expenses are charged directly to the Fund that incurred the expense.

Realized and unrealized gains and losses and net investment income, excluding class specific expenses, are allocated daily to each class of shares based upon the relative proportion of net assets of each class. Differences in per share distributions by class are generally due to differences in class specific expenses.

f. Accounting Estimates

The preparation of financial statements in accordance with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the amounts of income and expenses during the reporting period. Actual results could differ from those estimates.

g. Guarantees and Indemnifications

Under the Trust's organizational documents, its officers and trustees are indemnified by the Trust against certain liabilities arising out of the performance of their duties to the Trust. Additionally, in the normal course of business, the Trust, on behalf of the Funds, enters into contracts with service providers that contain general indemnification clauses. The Trust's maximum exposure under these arrangements is unknown as this would involve future claims that may be made against the Trust that have not yet occurred. Currently, the Trust expects the risk of loss to be remote.

2. Shares of Beneficial Interest

At April 30, 2024, there were an unlimited number of shares authorized (without par value). Transactions in the Funds' shares were as follows:

	Franklin MicroCap Value Fund		Franklin Mutual U.S. Mid Cap Value Fund	
	Shares	Amount	Shares	Amount
Class A Shares:				
Six Months ended April 30, 2024				
Shares sold ^a	473,545	\$12,973,761	760,254	\$25,753,191
Shares issued in reinvestment of distributions	274,938	7,637,785	438,771	14,628,634
Shares redeemed	(647,158)	(17,683,245)	(2,111,021)	(71,533,524)
Net increase (decrease)	101,325	\$2,928,301	(911,996)	\$(31,151,699)
Year ended October 31, 2023				
Shares sold ^a	1,035,751	\$27,659,059	2,557,243	\$82,248,404
Shares issued in reinvestment of distributions	316,722	8,336,842	880,190	28,029,634
Shares redeemed	(1,196,201)	(31,793,898)	(4,569,748)	(146,863,952)
Net increase (decrease)	156,272	\$4,202,003	(1,132,315)	\$(36,585,914)
Class C Shares:				
Six Months ended April 30, 2024				
Shares sold	—	\$—	23,771	\$776,121
Shares issued in reinvestment of distributions	—	—	5,273	166,900
Shares redeemed ^a	—	—	(92,327)	(2,940,960)
Net increase (decrease)	—	\$—	(63,283)	\$(1,997,939)
Year ended October 31, 2023				
Shares sold	—	\$—	92,322	\$2,772,546
Shares issued in reinvestment of distributions	—	—	18,066	543,938
Shares redeemed ^a	—	—	(250,836)	(7,593,931)
Net increase (decrease)	—	\$—	(140,448)	\$(4,277,447)
Class R Shares:				
Six Months ended April 30, 2024				
Shares sold	—	\$—	13,270	\$455,248
Shares issued in reinvestment of distributions	—	—	3,328	111,731
Shares redeemed	—	—	(13,481)	(451,860)
Net increase (decrease)	—	\$—	3,117	\$115,119
Year ended October 31, 2023				
Shares sold	—	\$—	28,352	\$916,376
Shares issued in reinvestment of distributions	—	—	6,950	222,649
Shares redeemed	—	—	(39,524)	(1,284,563)
Net increase (decrease)	—	\$—	(4,222)	\$(145,538)

2. Shares of Beneficial Interest (continued)

	Franklin MicroCap Value Fund		Franklin Mutual U.S. Mid Cap Value Fund	
	Shares	Amount	Shares	Amount
Class R6 Shares:				
Six Months ended April 30, 2024				
Shares sold	93,999	\$2,623,345	77,285	\$2,741,815
Shares issued in reinvestment of distributions	30,183	857,199	25,440	889,907
Shares redeemed	(139,552)	(3,918,250)	(138,558)	(4,922,006)
Net increase (decrease)	(15,370)	\$(437,706)	(35,833)	\$(1,290,284)
Year ended October 31, 2023				
Shares sold	738,670	\$20,542,994	170,034	\$5,757,995
Shares issued in reinvestment of distributions	16,894	455,015	48,606	1,623,689
Shares redeemed	(1,085,732)	(29,298,178)	(291,065)	(9,918,753)
Net increase (decrease)	(330,168)	\$(8,300,169)	(72,425)	\$(2,537,069)
Advisor Class Shares:				
Six Months ended April 30, 2024				
Shares sold	194,851	\$5,449,414	103,594	\$3,652,867
Shares issued in reinvestment of distributions	77,907	2,193,089	32,917	1,156,386
Shares redeemed	(516,613)	(14,290,542)	(128,222)	(4,562,676)
Net increase (decrease)	(243,855)	\$(6,648,039)	8,289	\$246,577
Year ended October 31, 2023				
Shares sold	552,788	\$15,298,860	231,598	\$7,993,826
Shares issued in reinvestment of distributions	100,780	2,690,820	60,145	2,016,897
Shares redeemed	(845,417)	(22,580,794)	(300,970)	(10,188,014)
Net increase (decrease)	(191,849)	\$(4,591,114)	(9,227)	\$(177,291)
Franklin Small Cap Value Fund				
	Shares	Amount		
Class A Shares:				
Six Months ended April 30, 2024				
Shares sold ^a	627,653	\$33,248,245		
Shares issued in reinvestment of distributions	974,623	51,703,755		
Shares redeemed	(2,145,985)	(113,693,073)		
Net increase (decrease)	(543,709)	\$(28,741,073)		
Year ended October 31, 2023				
Shares sold ^a	1,910,538	\$96,806,978		
Shares issued in reinvestment of distributions	753,095	37,409,030		
Shares redeemed	(4,818,249)	(245,428,674)		
Net increase (decrease)	(2,154,616)	\$(111,212,666)		

2. Shares of Beneficial Interest (continued)

	Franklin Small Cap Value Fund	
	Shares	Amount
Class C Shares:		
Six Months ended April 30, 2024		
Shares sold	45,799	\$2,010,759
Shares issued in reinvestment of distributions	54,548	2,396,831
Shares redeemed ^a	(236,989)	(10,347,036)
Net increase (decrease)	(136,642)	\$(5,939,446)
Year ended October 31, 2023		
Shares sold	186,548	\$7,856,284
Shares issued in reinvestment of distributions	50,791	2,103,768
Shares redeemed ^a	(578,539)	(24,533,658)
Net increase (decrease)	(341,200)	\$(14,573,606)
Class R Shares:		
Six Months ended April 30, 2024		
Shares sold	149,805	\$7,824,817
Shares issued in reinvestment of distributions	92,413	4,838,733
Shares redeemed	(386,151)	(20,138,629)
Net increase (decrease)	(143,933)	\$(7,475,079)
Year ended October 31, 2023		
Shares sold	420,223	\$21,360,196
Shares issued in reinvestment of distributions	71,808	3,518,304
Shares redeemed	(668,686)	(33,694,109)
Net increase (decrease)	(176,655)	\$(8,815,609)
Class R6 Shares:		
Six Months ended April 30, 2024		
Shares sold	2,961,096	\$167,930,176
Shares issued in reinvestment of distributions	969,782	55,064,206
Shares redeemed	(4,220,519)	(240,261,344)
Net increase (decrease)	(289,641)	\$(17,266,962)
Year ended October 31, 2023		
Shares sold	6,931,820	\$378,123,120
Shares issued in reinvestment of distributions	703,602	37,332,152
Shares redeemed	(6,391,812)	(348,296,932)
Net increase (decrease)	1,243,610	\$67,158,340

2. Shares of Beneficial Interest (continued)

	Franklin Small Cap Value Fund	
	Shares	Amount
Advisor Class Shares:		
Six Months ended April 30, 2024		
Shares sold	2,011,851	\$114,360,377
Shares issued in reinvestment of distributions	934,392	53,213,657
Shares redeemed	(5,075,958)	(290,238,349)
Net increase (decrease)	(2,129,715)	\$(122,664,315)
Year ended October 31, 2023		
Shares sold	4,515,231	\$247,071,979
Shares issued in reinvestment of distributions	725,949	38,607,884
Shares redeemed	(7,391,567)	(405,639,818)
Net increase (decrease)	(2,150,387)	\$(119,959,955)

*May include a portion of Class C shares that were automatically converted to Class A.

3. Transactions with Affiliates

Franklin Resources, Inc. is the holding company for various subsidiaries that together are referred to as Franklin Templeton. Certain officers and trustees of the Trust are also officers and/or directors of the following subsidiaries:

Subsidiary	Affiliation
Franklin Mutual Advisers, LLC (Franklin Mutual)	Investment manager
Franklin Templeton Services, LLC (FT Services)	Administrative manager
Franklin Distributors, LLC (Distributors)	Principal underwriter
Franklin Templeton Investor Services, LLC (Investor Services)	Transfer agent

a. Management Fees

Franklin MicroCap Value Fund pays an investment management fee, calculated daily and paid monthly, to Franklin Mutual of 0.75% per year of the average daily net assets of the Fund.

Effective May 22, 2024, Franklin MicroCap Value Fund will pay an investment management fee, calculated daily and paid monthly, to Franklin Mutual based on the average daily net assets of the Fund as follows:

Annualized Fee Rate	Net Assets
0.700%	Up to and including \$500 million
0.650%	In excess of \$500 million

3. Transactions with Affiliates (continued)

a. Management Fees (continued)

Franklin Mutual U.S. Mid Cap Value Fund pays an investment management fee, calculated daily and paid monthly, to Franklin Mutual based on the average daily net assets of the Fund as follows:

Annualized Fee Rate	Net Assets
0.625%	Up to and including \$100 million
0.500%	Over \$100 million, up to and including \$250 million
0.450%	Over \$250 million, up to and including \$7.5 billion
0.440%	Over \$7.5 billion, up to and including \$10 billion
0.430%	Over \$10 billion, up to and including \$12.5 billion
0.420%	Over \$12.5 billion, up to and including \$15 billion
0.400%	In excess of \$15 billion

Franklin Small Cap Value Fund pays an investment management fee, calculated daily and paid monthly, to Franklin Mutual based on the average daily net assets of the Fund as follows:

Annualized Fee Rate	Net Assets
0.750%	Up to and including \$500 million
0.625%	Over \$500 million, up to and including \$1 billion
0.500%	Over \$1 billion, up to and including \$5 billion
0.490%	In excess of \$5 billion

For the period ended April 30, 2024, each Fund's annualized gross effective investment management fee rate based on average daily net assets was as follows:

	Franklin MicroCap Value Fund	Franklin Mutual U.S. Mid Cap Value Fund	Franklin Small Cap Value Fund
Gross effective investment management fee rate.	0.750%	0.482%	0.546%

b. Administrative Fees

Under an agreement with Franklin Mutual, FT Services provides administrative services to the Funds. The fee is paid by Franklin Mutual based on each of the Funds' average daily net assets, and is not an additional expense of the Funds.

c. Distribution Fees

The Board has adopted distribution plans for each share class, with the exception of Class R6 and Advisor Class shares, pursuant to Rule 12b-1 under the 1940 Act. Under the Funds' Class A reimbursement distribution plans, the Funds reimburse Distributors for costs incurred in connection with the servicing, sale and distribution of each Fund's shares up to the maximum annual plan rate. Under the Class A reimbursement distribution plans, costs exceeding the maximum for the current plan year cannot be reimbursed in subsequent periods. In addition, under the Funds' Class C and R compensation distribution plans, the Funds pay Distributors for costs incurred in connection with the servicing, sale and distribution of each Fund's shares up to the maximum annual plan rate for each class. The plan year, for purposes of monitoring compliance with the maximum annual plan rates, is February 1 through January 31 for each Fund.

The maximum annual plan rates, based on the average daily net assets, for each class, are as follows:

3. Transactions with Affiliates (continued)

c. Distribution Fees (continued)

	Franklin MicroCap Value Fund	Franklin Mutual U.S. Mid Cap Value Fund	Franklin Small Cap Value Fund
Class A	0.25%	0.25%	0.35%
Class C	—%	1.00%	1.00%
Class R	—%	0.50%	0.50%

For Franklin Small Cap Value Fund, the Board has set the current rate at 0.25% per year for Class A shares until further notice and approval by the Board.

d. Sales Charges/Underwriting Agreements

Front-end sales charges and contingent deferred sales charges (CDSC) do not represent expenses of the Funds. These charges are deducted from the proceeds of sales of fund shares prior to investment or from redemption proceeds prior to remittance, as applicable. Distributors has advised the Funds of the following commission transactions related to the sales and redemptions of the Funds' shares for the period:

	Franklin MicroCap Value Fund	Franklin Mutual U.S. Mid Cap Value Fund	Franklin Small Cap Value Fund
Sales charges retained net of commissions paid to unaffiliated brokers/dealers	\$21,901	\$18,430	\$15,168
CDSC retained	\$5,277	\$3,274	\$1,012

e. Transfer Agent Fees

Each class of shares pays transfer agent fees, calculated monthly and paid monthly, to Investor Services for its performance of shareholder servicing obligations. The fees are based on a fixed margin earned by Investor Services and are allocated to the Funds based upon relative assets and relative transactions. In addition, each class reimburses Investor Services for out of pocket expenses incurred and, except for Class R6, reimburses shareholder servicing fees paid to third parties. These fees paid to third parties are accrued and allocated daily based upon their relative proportion of such classes' aggregate net assets. Class R6 pays Investor Services transfer agent fees allocated specifically to that class based upon its relative assets and relative transactions.

For the period ended April 30, 2024, the Funds paid transfer agent fees as noted in the Statements of Operations of which the following amounts were retained by Investor Services:

	Franklin MicroCap Value Fund	Franklin Mutual U.S. Mid Cap Value Fund	Franklin Small Cap Value Fund
Transfer agent fees	\$47,102	\$152,359	\$796,281

f. Investments in Affiliated Management Investment Companies

Certain or all Funds invest in one or more affiliated management investment companies. As defined in the 1940 Act, an investment is deemed to be a "Controlled Affiliate" of a fund when a fund owns, either directly or indirectly, 25% or more of the affiliated fund's outstanding shares or has the power to exercise control over management or policies of such fund. The Funds do not invest for purposes of exercising a controlling influence over the management or policies. Management fees paid by

3. Transactions with Affiliates (continued)

f. Investments in Affiliated Management Investment Companies (continued)

the Funds are waived on assets invested in the affiliated management investment companies, as noted in the Statements of Operations, in an amount not to exceed the management and administrative fees paid directly or indirectly by each affiliate. During the period ended April 30, 2024, investments in affiliated management investment companies were as follows:

	Value at Beginning of Period	Purchases	Sales	Realized Gain (Loss)	Net Change in Unrealized Appreciation (Depreciation)	Value at End of Period	Number of Shares Held at End of Period	Investment Income
Franklin MicroCap Value Fund								
Non-Controlled Affiliates								
								Dividends
Institutional Fiduciary Trust - Money Market Portfolio, 5.006%	\$3,026,861	\$26,451,343	\$(21,956,811)	\$—	\$—	\$7,521,393	7,521,393	\$151,299
Non-Controlled Affiliates								
								Income from securities loaned
Institutional Fiduciary Trust - Money Market Portfolio, 5.006%	\$—	\$782,000	\$(782,000)	\$—	\$—	\$—	—	\$436
Total Affiliated Securities . . .	\$3,026,861	\$27,233,343	\$(22,738,811)	\$—	\$—	\$7,521,393		\$151,735
Franklin Mutual U.S. Mid Cap Value Fund								
Non-Controlled Affiliates								
								Dividends
Institutional Fiduciary Trust - Money Market Portfolio, 5.006%	\$33,756,988	\$69,205,246	\$(71,751,956)	\$—	\$—	\$31,210,278	31,210,278	\$898,162
Total Affiliated Securities . . .	\$33,756,988	\$69,205,246	\$(71,751,956)	\$—	\$—	\$31,210,278		\$898,162
Franklin Small Cap Value Fund								
Non-Controlled Affiliates								
								Dividends
Institutional Fiduciary Trust - Money Market Portfolio, 5.006%	\$76,597,843	\$498,205,574	\$(515,636,020)	\$—	\$—	\$59,167,397	59,167,397	\$1,675,067
Total Affiliated Securities . . .	\$76,597,843	\$498,205,574	\$(515,636,020)	\$—	\$—	\$59,167,397		\$1,675,067

g. Waiver and Expense Reimbursements

Effective May 22, 2024, Franklin Mutual has contractually agreed in advance to waive or limit its fees and to assume as its own expense certain expenses otherwise payable by Franklin MicroCap Value Fund so that the operating expenses (excluding interest expense, distribution fees, acquired fund fees and expenses and certain non-routine expenses or costs, including those relating to litigation, indemnification, reorganizations, and liquidations) for each class of the Fund do not exceed 0.90% based on the average net assets of each class until February 28, 2026. Total expenses waived or paid are not subject to recapture subsequent to the Fund's fiscal year end.

3. Transactions with Affiliates (continued)

g. Waiver and Expense Reimbursements (continued)

Transfer agent fees on Class R6 shares of the Funds have been capped so that transfer agent fees for that class do not exceed 0.03% based on the average net assets of the class until February 28, 2025, for Franklin Mutual U.S. Mid Cap Value Fund and Franklin Small Cap Value Fund, and until February 28, 2026, for Franklin MicroCap Value Fund.

4. Income Taxes

At April 30, 2024, the cost of investments and net unrealized appreciation (depreciation) for income tax purposes were as follows:

	Franklin MicroCap Value Fund	Franklin Mutual U.S. Mid Cap Value Fund	Franklin Small Cap Value Fund
Cost of investments	\$142,815,779	\$640,016,449	\$3,469,162,812
Unrealized appreciation.	\$59,711,660	\$158,525,278	\$677,658,869
Unrealized depreciation.	(10,625,093)	(35,661,638)	(195,168,699)
Net unrealized appreciation (depreciation).	\$49,086,567	\$122,863,640	\$482,490,170

Differences between income and/or capital gains as determined on a book basis and a tax basis are primarily due to differing treatment of wash sales.

5. Investment Transactions

Purchases and sales of investments (excluding short term securities) for the period ended April 30, 2024, were as follows:

	Franklin MicroCap Value Fund	Franklin Mutual U.S. Mid Cap Value Fund	Franklin Small Cap Value Fund
Purchases	\$18,550,245	\$108,507,814	\$1,001,658,719
Sales	\$38,008,270	\$156,520,943	\$1,301,413,052

6. Holdings of 5% Voting Securities of Portfolio Companies

The 1940 Act defines "affiliated companies" to include investments in portfolio companies in which a fund owns 5% or more of the outstanding voting securities. Additionally, as defined in the 1940 Act, an investment is deemed to be a "Controlled Affiliate" of a fund when a fund owns, either directly or indirectly, 25% or more of the affiliated companies' outstanding shares or has the power to exercise control over management or policies of such company. During the period ended April 30, 2024, investments in "affiliated companies" were as follows:

6. Holdings of 5% Voting Securities of Portfolio Companies (continued)

	Value at Beginning of Period	Purchases	Sales	Realized Gain (Loss)	Net Change in Unrealized Appreciation (Depreciation)	Value at End of Period	Number of Shares Held at End of Period	Investment Income
Franklin Small Cap Value Fund								
Non-Controlled Affiliates								
								Dividends
ACI Worldwide, Inc.	\$118,605,425	\$—	\$(43,779,166)	\$(6,679,282)	\$— ^a	\$— ^a	— ^a	\$—
Camden National Corp	22,829,626	1,768,112	(877,076)	(346,620)	2,039,069	25,413,111	814,001	688,679
Children's Place Inc. (The)	24,228,745	—	(18,862,522)	(46,404,953)	41,038,730	— ^b	—	—
Clearfield, Inc.	25,463,434	—	(31,570,237)	(14,838,998)	20,945,801	— ^b	—	—
Columbus McKinnon Corp.	50,856,191	8,167,693	(3,990,082)	(81,920)	18,007,411	72,959,293	1,767,853	245,474
Elementis plc	57,383,349	—	—	—	12,724,633	70,107,982	39,868,704	—
Green Plains, Inc.	83,231,601	28,641,797	(21,503,388)	(5,308,559)	(17,272,636)	67,788,815	3,279,575	—
Horace Mann Educators Corp.	77,847,302	—	(18,297,423)	(3,039,613)	— ^a	— ^a	— ^a	1,522,419
Knowles Corp.	71,614,533	3,572,893	—	—	15,381,497	90,568,923	5,721,347	—
McGrath RentCorp.	135,104,593	—	(101,916,083)	35,632,261	— ^a	— ^a	— ^a	858,243
Senior plc.	53,752,095	—	—	—	3,787,224	57,539,319	28,282,051	—
Total Affiliated Securities (Value is 9.8% of Net Assets).	\$720,916,894	\$42,150,495	\$(240,795,977)	\$(41,067,684)	\$96,651,729	\$384,377,443		\$3,314,815

^aAs of April 30, 2024, no longer an affiliate.

^bAs of April 30, 2024, no longer held by the fund.

7. Credit Facility

The Funds, together with other U.S. registered and foreign investment funds (collectively, Borrowers), managed by Franklin Templeton, are borrowers in a joint syndicated senior unsecured credit facility totaling \$2.675 billion (Global Credit Facility) which matures on January 31, 2025. This Global Credit Facility provides a source of funds to the Borrowers for temporary and emergency purposes, including the ability to meet future unanticipated or unusually large redemption requests.

Under the terms of the Global Credit Facility, the Funds shall, in addition to interest charged on any borrowings made by the Funds and other costs incurred by the Funds, pay their share of fees and expenses incurred in connection with the implementation and maintenance of the Global Credit Facility, based upon their relative share of the aggregate net assets of all of the Borrowers, including an annual commitment fee of 0.15% based upon the unused portion of the Global Credit Facility. These fees are reflected in other expenses in the Statements of Operations. During the period ended April 30, 2024, the Funds did not use the Global Credit Facility.

8. Fair Value Measurements

The Funds follow a fair value hierarchy that distinguishes between market data obtained from independent sources (observable inputs) and the Funds' own market assumptions (unobservable inputs). These inputs are used in determining the value of the Funds' financial instruments and are summarized in the following fair value hierarchy:

- Level 1 – quoted prices in active markets for identical financial instruments

8. Fair Value Measurements (continued)

- Level 2 – other significant observable inputs (including quoted prices for similar financial instruments, interest rates, prepayment speed, credit risk, etc.)
- Level 3 – significant unobservable inputs (including the Funds' own assumptions in determining the fair value of financial instruments)

The input levels are not necessarily an indication of the risk or liquidity associated with financial instruments at that level.

A summary of inputs used as of April 30, 2024, in valuing the Funds' assets carried at fair value, is as follows:

	Level 1	Level 2	Level 3	Total
Franklin MicroCap Value Fund				
Assets:				
Investments in Securities:				
Common Stocks	\$178,177,312	\$—	\$—	\$178,177,312
Management Investment Companies	6,203,641	—	—	6,203,641
Short Term Investments	7,521,393	—	—	7,521,393
Total Investments in Securities	\$191,902,346	\$—	\$—	\$191,902,346
Franklin Mutual U.S. Mid Cap Value Fund				
Assets:				
Common Stocks:				
Aerospace & Defense	\$23,177,715	\$21,917,029	\$—	\$45,094,744
Automobile Components	13,149,513	5,097,780	—	18,247,293
Banks	36,370,083	—	—	36,370,083
Building Products	15,756,505	—	—	15,756,505
Chemicals	43,766,042	—	—	43,766,042
Commercial Services & Supplies	17,805,300	—	—	17,805,300
Construction & Engineering	11,368,120	—	—	11,368,120
Consumer Finance	11,929,073	—	—	11,929,073
Containers & Packaging	11,375,346	—	—	11,375,346
Distributors	8,327,885	—	—	8,327,885
Electric Utilities	50,282,986	—	—	50,282,986
Electrical Equipment	14,680,959	—	—	14,680,959
Electronic Equipment, Instruments & Components	15,615,367	—	—	15,615,367
Energy Equipment & Services	24,067,679	—	—	24,067,679
Financial Services	36,337,400	—	—	36,337,400
Food Products	17,689,326	—	—	17,689,326
Health Care Equipment & Supplies	21,391,301	—	—	21,391,301
Health Care Providers & Services	21,398,190	9,058,685	—	30,456,875
Household Durables	13,789,897	—	—	13,789,897
Independent Power and Renewable Electricity Producers	10,357,388	—	—	10,357,388
Insurance	30,974,282	—	—	30,974,282
Interactive Media & Services	7,430,301	—	—	7,430,301
Leisure Products	6,858,616	—	—	6,858,616
Life Sciences Tools & Services	9,777,089	—	—	9,777,089
Machinery	35,056,131	—	—	35,056,131
Oil, Gas & Consumable Fuels	26,341,951	—	—	26,341,951
Personal Care Products	15,558,099	—	—	15,558,099
Pharmaceuticals	—	8,977,226	—	8,977,226
Professional Services	37,775,151	—	—	37,775,151
Real Estate Management & Development	21,231,993	—	—	21,231,993
Retail REITs	17,616,971	—	—	17,616,971
Software	12,950,846	—	—	12,950,846
Specialized REITs	10,807,802	—	—	10,807,802
Specialty Retail	7,501,894	—	—	7,501,894

8. Fair Value Measurements (continued)

	Level 1	Level 2	Level 3	Total
Franklin Mutual U.S. Mid Cap Value Fund (continued)				
Assets: (continued)				
Common Stocks:				
Trading Companies & Distributors	\$28,101,890	\$—	\$—	\$28,101,890
Short Term Investments	31,210,278	—	—	31,210,278
Total Investments in Securities	\$717,829,369	\$45,050,720 ^a	\$—	\$762,880,089
Franklin Small Cap Value Fund				
Assets:				
Investments in Securities:				
Common Stocks:				
Aerospace & Defense	—	213,660,163	—	213,660,163
Automobile Components	52,713,620	—	—	52,713,620
Banks	599,422,791	—	—	599,422,791
Building Products	84,716,634	—	—	84,716,634
Capital Markets	63,033,428	—	—	63,033,428
Chemicals	219,301,528	70,107,982	—	289,409,510
Commercial Services & Supplies	100,502,198	—	—	100,502,198
Communications Equipment	39,078,468	—	—	39,078,468
Construction & Engineering	146,340,123	—	—	146,340,123
Consumer Finance	16,692,584	—	—	16,692,584
Diversified REITs	44,807,475	—	—	44,807,475
Electric Utilities	53,248,826	—	—	53,248,826
Electrical Equipment	96,465,695	—	—	96,465,695
Electronic Equipment, Instruments & Components	212,094,144	—	—	212,094,144
Energy Equipment & Services	22,410,997	10,376,463	—	32,787,460
Food Products	110,084,743	—	—	110,084,743
Health Care Equipment & Supplies	101,779,096	—	—	101,779,096
Hotel & Resort REITs	38,317,096	—	—	38,317,096
Hotels, Restaurants & Leisure	171,366,725	29,167,231	—	200,533,956
Household Durables	72,019,967	—	—	72,019,967
Industrial REITs	3,676,119	—	—	3,676,119
Insurance	242,875,879	—	—	242,875,879
Leisure Products	87,779,153	—	—	87,779,153
Machinery	179,421,072	—	—	179,421,072
Media	19,825,227	—	—	19,825,227
Metals & Mining	50,284,282	—	—	50,284,282
Multi-Utilities	12,907,539	—	—	12,907,539
Office REITs	19,540,851	—	—	19,540,851
Oil, Gas & Consumable Fuels	210,925,901	—	—	210,925,901
Paper & Forest Products	30,910,626	—	—	30,910,626
Professional Services	39,394,988	—	—	39,394,988
Real Estate Management & Development	3,560,665	—	—	3,560,665
Retail REITs	10,272,138	—	—	10,272,138
Semiconductors & Semiconductor Equipment	45,767,070	—	—	45,767,070
Software	146,787,542	—	—	146,787,542
Specialty Retail	22,039,151	—	—	22,039,151
Textiles, Apparel & Luxury Goods	14,309,703	19,174,203	—	33,483,906
Trading Companies & Distributors	66,451,022	—	—	66,451,022
Management Investment Companies	98,874,477	—	—	98,874,477
Short Term Investments	59,167,397	—	—	59,167,397
Total Investments in Securities	\$3,609,166,940	\$342,486,042 ^b	\$—	\$3,951,652,982

^aIncludes foreign securities valued at \$45,050,720, which were categorized as Level 2 as a result of the application of market level fair value procedures. See the Financial Instrument Valuation note for more information.

^bIncludes foreign securities valued at \$342,486,042, which were categorized as Level 2 as a result of the application of market level fair value procedures. See the Financial Instrument Valuation note for more information.

9. Subsequent Events

The Funds have evaluated subsequent events through the issuance of the financial statements and determined that no events have occurred that require disclosure other than those already disclosed in the financial statements.

Abbreviations

Selected Portfolio

ETF	Exchange-Traded Fund
REIT	Real Estate Investment Trust

Shareholder Information

Proxy Voting Policies and Procedures

The Trust's investment manager has established Proxy Voting Policies and Procedures (Policies) that the Trust uses to determine how to vote proxies relating to portfolio securities. Shareholders may view the Trust's complete Policies online at franklintempleton.com. Alternatively, shareholders may request copies of the Policies free of charge by calling the Proxy Group collect at (954) 527-7678 or by sending a written request to: Franklin Templeton Companies, LLC, 300 S.E. 2nd Street, Fort Lauderdale, FL 33301, Attention: Proxy Group. Copies of the Trust's proxy voting records are also made available online at franklintempleton.com and posted on the U.S. Securities and Exchange Commission's website at sec.gov and reflect the most recent 12-month period ended June 30.

Quarterly Schedule of Investments

The Trust files a complete schedule of investments with the U.S. Securities and Exchange Commission for the first and third quarters for each fiscal year as an exhibit to its report on Form N-PORT. Shareholders may view the filed Form N-PORT by visiting the Commission's website at sec.gov. The filed form may also be viewed and copied at the Commission's Public Reference Room in Washington, DC. Information regarding the operations of the Public Reference Room may be obtained by calling (800) SEC-0330.

Householding of Reports and Prospectuses

You will receive, or receive notice of the availability of, each Fund's financial reports every six months. In addition, you will receive an annual updated summary prospectus (detail prospectus available upon request). To reduce Fund expenses, we try to identify related shareholders in a household and send only one copy of the financial reports (to the extent received by mail) and summary prospectus. This process, called "householding," will continue indefinitely unless you instruct us otherwise. If you prefer not to have these documents househanded, please call us at (800) 632-2301. At any time you may view current prospectuses/summary prospectuses and financial reports on our website. If you choose, you may receive these documents through electronic delivery.

This page is intentionally left blank

Authorized for distribution only when accompanied or preceded by a summary prospectus and/or prospectus. Investors should carefully consider a fund's investment goals, risks, charges and expenses before investing. A prospectus contains this and other information; please read it carefully before investing.

To help ensure we provide you with quality service, all calls to and from our service areas are monitored and/or recorded.



**FRANKLIN
TEMPLETON**

**Semiannual Report
Franklin Value Investors Trust**

Investment Manager
Franklin Mutual Advisers, LLC

Distributor
Franklin Distributors, LLC
(800) DIAL BEN® / 342-5236
franklintempleton.com

Shareholder Services
(800) 632-2301