Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [X] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
ARIEL INVESTMENTS, LLC EMPLOYEES' PROFIT SHARING AND SAVINGS PLAN & TRUST

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1988

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)

ARIEL INVESTMENTS, LLC

200 E. RANDOLPH DRIVE SUITE 2900
CHICAGO, IL 60601-6436

2b Employer Identification Number (EIN) 02-0712418

2c Sponsor's telephone number 312-726-0140

2d Business code (see instructions) 523900

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	01/06/2015	MAUREEN LONGORIA
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address

ARIEL INVESTMENTS, LLC

200 E. RANDOLPH DRIVE SUITE 2900
CHICAGO, IL 60601-6436

3b Administrator's EIN: 02-0712418

3c Administrator's telephone number: 312-726-0140

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	111
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	80
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	29
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	109
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	109
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	109
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	1
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2J 2K 3D

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)

- **(1)** ☐ Insurance
- **(2)** ☐ Code section 412(e)(3) insurance contracts
- **(3)** ☒ Trust
- **(4)** ☐ General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

- **(1)** ☐ Insurance
- **(2)** ☐ Code section 412(e)(3) insurance contracts
- **(3)** ☒ Trust
- **(4)** ☐ General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- **(1)** ☒ **R** (Retirement Plan Information)
- **(2)** ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- **(3)** ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- **(1)** ☒ **H** (Financial Information)
- **(2)** ☐ **I** (Financial Information – Small Plan)
- **(3)** ☐ 0 **A** (Insurance Information)
- **(4)** ☒ **C** (Service Provider Information)
- **(5)** ☐ **D** (DFE/Participating Plan Information)
- **(6)** ☐ **G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2012** **This Form is Open to Public Inspection.**

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
ARIEL INVESTMENTS, LLC EMPLOYEES' PROFIT SHARING AND SAVINGS PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
ARIEL INVESTMENTS, LLC

D Employer Identification Number (EIN)
02-0712418

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . [X] Yes [ ] No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

ARIEL INVESTMENTS, LLC
200 E. RANDOLPH DR., SUITE 2900
CHICAGO, IL 60601

02-0712418

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

SOUTHEASTERN ASSET MANAGEMENT, INC.
6410 POPLAR AVENUE, SUITE 900
MEMPHIS, TN 38119

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

T. ROWE PRICE ASSOCIATES, INC.
100 EAST PRATT STREET
BALTIMORE, MD 21202

52-0556948

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

PACIFIC INVESTMENT MANAGEMENT CO.
840 NEWPORT CENTER DRIVE
NEWPORT BEACH, CA 92660

33-0629048

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

DODGE & COX

555 CALIFORNIA STREET, 40TH FLOOR
SAN FRANCISCO, CA 94104

94-1441976

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

HARRIS ASSOCIATES, L.P.

2 NORTH LASALLE STREET, SUITE 500
CHICAGO, IL 60602

04-3276558

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

WILLIAM BLAIR & COMPANY, LLC

222 WEST ADAMS STREET
CHICAGO, IL 60606

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
71	NONE	8510	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

CHARLES SCHWAB & CO., INC.

94-1737782

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
71 72	NONE	2186	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
SEQUOIA FUND 767 FIFTH AVENUE NEW YORK, NY 10153	72	FAILED TO PROVIDE THE AMOUNT OF COMPENSATION RECEIVED OR A FORMULA TO COMPUTE COMPENSATION RECEIVED TO THE PLAN SPONSOR.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
LEGG MASON, INC. 100 INTERNATIONAL DRIVE BALTIMORE, MD 21202	72	FAILED TO PROVIDE THE AMOUNT OF COMPENSATION RECEIVED OR A FORMULA TO COMPUTE COMPENSATION RECEIVED TO THE PLAN SPONSOR.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
WASATCH ADVISORS 150 SOCIAL HALL AVENUE, 4TH FLOOR SALT LAKE CITY, UT 84111	72	FAILED TO PROVIDE THE AMOUNT OF COMPENSATION RECEIVED OR A FORMULA TO COMPUTE COMPENSATION RECEIVED TO THE PLAN SPONSOR.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
ARIEL INVESTMENTS, LLC EMPLOYEES' PROFIT SHARING AND SAVINGS PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
ARIEL INVESTMENTS, LLC

D Employer Identification Number (EIN)
02-0712418

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	28495	63364
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	16296	19274
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	66629	0
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	956688	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	259527	260060
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	16742894	21011726
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	18070529	21354424
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	17551	0
k Total liabilities (add all amounts in lines 1g through1j)	1k	17551	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	18052978	21354424

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	54726	
(B) Participants	2a(1)(B)	738721	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		793447
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	5	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	12793	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		12798
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	6070	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	256540	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		262610
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	1516801	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	1374952	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		141849
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		2674324
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		3885028
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	583367	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		583367
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	215	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		215
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		583582
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		3301446
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [X] Unqualified **(2)** [ ] Qualified **(3)** [ ] Disclaimer **(4)** [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [ ] Yes [X] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: WASHINGTON, PITTMAN & MCKEEVER LLC **(2)** EIN: 36-4189747

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. **(2)** [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m	X		
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n	X		

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If "Yes," enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan
ARIEL INVESTMENTS, LLC EMPLOYEES' PROFIT SHARING AND SAVINGS PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
ARIEL INVESTMENTS, LLC

D Employer Identification Number (EIN)
02-0712418

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 36-3621105

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a	The current year	**14a**	
b	The plan year immediately preceding the current plan year	**14b**	
c	The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a	The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b	The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a	Enter the number of employers who withdrew during the preceding plan year	**16a**	
b	If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

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ARIEL INVESTMENTS, LLC
EMPLOYEES' PROFIT SHARING AND SAVINGS PLAN AND TRUST

(EIN: 02-0712418, PLAN #001)

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE
DECEMBER 31, 2012 and 2011

TOGETHER WITH INDEPENDENT AUDITOR'S REPORT

ARIEL INVESTMENTS, LLC
EMPLOYEES' PROFIT SHARING SAVINGS PLAN AND TRUST

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INDEPENDENT AUDITOR'S REPORT

To the Trustees of the Ariel Investments, LLC
Employees' Profit Sharing and Savings Plan and Trust

Report on the Financial Statements

We have audited the accompanying financial statements of the Ariel Investments, LLC Employees' Savings Plan and Trust (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011 and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2012 and 2011, and the changes in net assets available for benefits for the years then, in accordance with accounting principles generally accepted in the United States of America.

Report on Supplemental Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets (held at end of year) as of December 31, 2012, referred to as "supplemental information", is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements.

The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Washington, Pittman & McKeever, LLC

WASHINGTON, PITTMAN & McKEEVER, LLC

Chicago, Illinois
September 30, 2014

ARIEL INVESTMENTS, LLC
EMPLOYEES' PROFIT SHARING AND SAVINGS PLAN AND TRUST

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

AS OF DECEMBER 31, 2012 AND 2011

(EMPLOYER IDENTIFICATION NUMBER 02-0712418, PLAN NUMBER 001)

	2012	2011
ASSETS		
Investments, at fair value:		
Mutual funds	$ 21,011,726	$ 16,742,894
Common stocks	-	956,688
Cash equivalents	-	66,629
	21,011,726	17,766,211
Receivables:		
Employer's contribution	19,274	16,296
Notes receivable from participants	260,060	259,527
	279,334	275,823
Cash (non-interest bearing)	63,364	28,495
TOTAL ASSETS	21,354,424	18,070,529
LIABILITIES		
Due to broker for securities purchased	-	15,060
Other liabilities	-	2,491
	-	17,551
NET ASSETS AVAILABLE FOR BENEFITS	$ 21,354,424	$ 18,052,978

The accompanying notes are an integral part of these financial statements.

ARIEL INVESTMENTS, LLC
EMPLOYEES' PROFIT SHARING AND SAVINGS PLAN AND TRUST

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

(EMPLOYER IDENTIFICATION NUMBER 02-0712418, PLAN NUMBER 001)

	2012	2011
ADDITIONS TO NET ASSETS:		
Investment income-		
Interest income on notes receivable from participant	$ 12,793	$ 12,389
Interest	5	3
Dividends	262,610	164,361
Net appreciation/(depreciation) in fair value of investments	2,816,173	(1,621,457)
Other income	-	626
Total investment (loss) income	3,091,581	(1,444,078)
Contributions -		
Employer contributions	54,726	46,556
Participant contributions	738,721	658,513
Rollover contributions	-	50,972
Total contributions	793,447	756,041
Total additions	3,885,028	(688,037)
DEDUCTIONS FROM NET ASSETS:		
Benefits paid to participants	583,367	1,773,022
Administrative expenses	215	45
Total deductions	583,582	1,773,067
Net increase (decrease)	3,301,446	(2,461,104)
NET ASSETS, BEGINNING OF YEAR	18,052,978	20,514,082
NET ASSETS, END OF YEAR	$ 21,354,424	$ 18,052,978

The accompanying notes are an integral part of these financial statements.

ARIEL INVESTMENTS, LLC
EMPLOYEES' PROFIT SHARING AND SAVINGS PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012 and 2011

NOTE A – DESCRIPTION OF THE PLAN

The following description of the Ariel Investments, LLC ("Company") Employees' Profit Sharing and Savings Plan and Trust ("The Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General: The Plan is a defined contribution plan. Participants who are scheduled to normally work at least 1,000 hours per year become eligible to enter the Plan on the January 1st or July 1st coincident with or next following their date of hire. Participants who are not scheduled to normally work at least 1,000 hours per year are eligible to enter the Plan on the January 1st or July 1st following completion of a year of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Employee Contributions: Participants may contribute part of their pay (as defined in the Plan) on a pre-tax and after-tax basis, subject to the IRS limit for each Plan year. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions, up to the IRS limit, after the limit for pre-tax contributions have been reached. Also, participants may contribute to the Plan amounts representing distributions from other qualified plans (rollover). All contributions are held in nonparticipant-directed investments.

Employer Discretionary Contributions: Each year the Company decides whether they are going to contribute to the Plan. Participants must be employed by the Company on the last day of the Plan year and those of 1,000 hours of service. The contribution is based on participants' pay and the terms of the Plan. No discretionary contribution was made for the years ended December 31, 2012 and 2011.

Employer Matching Contributions: The Company matches contributions semi-annually during the Plan year. For 2011, the employer matched $0.50 for every dollar contributed by the participant. The total employer matching contribution is the greater of $250 or 0.5% of the participant's annual compensation for 2012 and 2011, subject to the IRS compensation limit.

Investments: All investments under the Plan are nonparticipant-directed investments. The investments are as follows:

Mutual Funds

Ariel Appreciation Fund - This fund invests primarily in the stocks of companies with market capitalizations between $2.5 billion and $15 billion.

Ariel Focus Fund - This fund invests primarily in the stocks of companies with market capitalizations in excess of $10 billion.

Ariel Fund - This fund invests primarily in the stocks of companies with market capitalizations between $1 billion and $5 billion.

NOTE A – DESCRIPTION OF THE PLAN (continued)

Ariel Discovery Fund – This fund invests in common stocks of companies with market capitalizations under $2 billion that the advisor believes are selling at a deep discount to their intrinsic values. The fund's objective is long-term capital appreciation.

Ariel International Equity Fund - This fund invests primarily in equity securities of foreign issuers in developed international markets. It may invest in large, medium, or small companies without regard to market capitalization. The fund may also invest in exchange traded funds. The investment seeks long-term capital appreciation.

Dodge & Cox International Stock Fund - The investment seeks long-term growth of principal and income. The fund invests primarily in a diversified portfolio of equity securities issued by non-U.S. companies from at least three different foreign countries, including emerging markets. The fund invests primarily in medium-to-large well established companies based on standards of the applicable market.

Legg Mason Capital Management Opportunity Trust - The investment seeks long-term growth of capital. The fund primarily invests in securities, derivatives and other financial instruments that offer the opportunity for long-term growth of capital.

Longleaf Partners Fund - This fund seeks long-term capital growth by investing primarily in a limited number of mid and large cap companies believed to be significantly undervalued.

Oakmark International Small Stock Fund - The investment seeks long-term capital appreciation. The fund invests primarily in common stocks of non-U.S. companies. It normally invests at least 80% of net assets in the stocks of small cap companies with market capitalization less than the largest market capitalization of $5 billion. It invests in the securities of at least five countries outside the US. There are no geographic limits on the fund's non-U.S. investments.

PIMCO Real Return Fund Institutional Class - The investment seeks maximum real return. The fund normally invests at least 80% of net assets in inflation-indexed bonds of varying maturities. It invests primarily in investment-grade securities, but may invest up to 10% of total assets in high-yield securities. The fund may invest in derivative instruments. It is non-diversified.

Sequoia Fund - The investment seeks long-term growth of capital. The fund focuses principally on common stocks that it believes are undervalued at the time of purchase and have the potential for growth. While the fund normally invests in U.S. companies, it also may invest in foreign securities. It may invest in securities of issuers with any market capitalization. The fund is non-diversified.

NOTE A – DESCRIPTION OF THE PLAN (continued)

T. Rowe Price Short Term Bond Fund - The investment seeks income consistent with minimal fluctuation in principal value and liquidity. Its average effective maturity does not exceed three years. It only purchases securities that are rated within the four highest credit categories (AAA, AA, A, BBB, or equivalent) by at least one nationally recognized credit rating agency or, if unrated, deemed to be of comparable quality by T. Rowe Price.

Wasatch Small Cap Growth Fund - The investment seeks long-term growth of capital; income is a secondary consideration. The fund invests primarily in small growth companies. It may invest a large percentage of its assets in a few sectors.

SSgA Money Market Fund - The fund seeks to maximize current income to the extent consistent with the preservation of capital and liquidity, and the maintenance of a stable $1.00 per share net asset value, by investing in dollar denominated securities.

Schwab Money Market Fund - This fund invests exclusively in dollar-denominated, high-quality, short-term instruments, including but not limited to securities issued by the federal government, corporations, municipalities, and banks.

Separately Managed Account

Micro-Cap Equity Investments – Prior to December 14, 2012, the Plan held investments in various common stocks of micro cap companies, which offer long-term, fundamental investment value. Any residual cash in the investment was held in a short-term investment fund (cash equivalent) described below.

William Blair Ready Reserves Fund - This is an open-end fund incorporated in the USA. The fund's objective is current income, a stable share price and daily liquidity. The fund invests in short-term U.S. dollar-denominated money market instruments, and exclusively in high quality securities that are rated in the top two categories of credit quality.

Effective December 14, 2012, the separately managed account was terminated and all assets held in the account were sold, and the proceeds were reinvested in other funds within the Plan.

Participant Accounts: Each participant's account is credited with the participant's contribution and an allocation of (a) the Company's contribution, (b) the Company's matching amounts, (c) Plan earnings, and (d) forfeitures of terminated participants' nonvested accounts. Allocations are based on participant earnings. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

NOTE A – DESCRIPTION OF THE PLAN (continued)

Vesting: Participant contributions and Company matching contributions are automatically vested at 100%. Vesting in the Company discretionary contribution (profit sharing) portion of their accounts plus earnings thereon is based on years of continuous service. This account is 100% vested after six years of credited service.

Forfeited Accounts: At December 31, 2012 and 2011, the forfeited non-vested accounts totaled $43,850 and $6,853, respectively. The amounts were re-allocated to the accounts of eligible participants for each year.

Loan Requests: Employees request loans by completing a Loan Application and submitting it to the Finance Department. Loans require approximately five business days for processing. Employees may take loans out against their 401(k) plans up to the lesser of $50,000 or 50% of their vested balance. A loan shall not be granted if 50% of your vested account balance is less than $1,000.

Payment of Benefits: On termination of service due to death, disability, or retirement, a participant's account balance will be distributed within a reasonable period of time following the next valuation of the Plan (June 30 or December 31) following the date on which they terminate employment and request a distribution.

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting, in accordance with accounting principles generally accepted in the United States of America.

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Reclassifications

Certain prior year amounts have been reclassified for comparative purposes. These reclassifications did not affect net assets available for benefits as of December 31, 2011.

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investment Valuation and Income Recognition

Investments are reported at fair value. The Plan's investments are exchange traded, in which case, fair value is based on the closing market prices obtained from national exchanges.

The Plan presents in the statement of changes in net assets available for benefits the net appreciation (depreciation) in the fair value of its investments, which consists of the realized gain (loss) on the sale of investments, capital gain distributions and the unrealized appreciation (depreciation) in the fair value of investments.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Cash and Cash Equivalents

Investments with a maturity date of three months or less on their acquisition date are classified as cash and cash equivalents and are recorded at cost, which approximates fair value.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans, if any, are reclassified as distributions based on the terms of the Plan document.

Recent Accounting Pronouncements

Fair Value Measurement Disclosures

In May 2011, the FASB issued authoritative guidance amending existing guidance for measuring fair value and for disclosing information about fair value measurements. The FASB indicated that for many of the requirements it does not intend for the amendments to result in a change to current accounting. Required disclosures are expanded under the new guidance, especially for fair value measurements that are categorized within Level 3 of the fair value hierarchy, for which quantitative information about the unobservable inputs, the valuation processes used by the entity, and the sensitivity of the measurement to the unobservable inputs will be required. In addition, entities will be required to disclose the categorization by level of the fair value hierarchy for items that are not measured at fair value in the statement of financial position but for which the fair value is required to be disclosed. The guidance is effective for periods beginning after December 15, 2011 and is required to be applied prospectively.

As this guidance provided only disclosure requirements, the adoption of this standard in 2012 did not impact the Plan's financial statements.

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Reporting Loans to Participants

Effective January 1, 2010, the Plan adopted ASU No. 2010-25 *Reporting Loans to Participants by Defined Contribution Pension Plans*. This guidance requires that notes receivable from participants, formerly reported as participant loans, be measured at their unpaid principal balance plus any accrued unpaid interest and be reported as a separate classification from investments.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

Certain costs for various trustee services, professional fees and other administrative expenses for record-keeping services provided by HPL&S, Inc. ("HPL&S") are absorbed by the Company.

Subsequent Events

In accordance with FASB ASC 855, subsequent events have been evaluated through September 30, 2014, the date the financial statements were approved and available to be issued.

NOTE C – FAIR VALUE MEASUREMENT AND DISCLOSURES

Financial Accounting Standards Board (FASB) Accounting Standards Codification, (ASC) Topic 820, Fair Value Measurements and Disclosure (Topic 820), defines fair value as the amount to be received to sell an asset in an orderly transaction with market participants at the reporting date.

In accordance with Topic 820 the Plan classifies its investments within the three levels of the fair value hierarchy as described below:

Level 1 – quoted prices in active markets for identical securities.

Level 2 – other significant observable inputs (including quoted prices for similar Securities, interest rates, prepayment speeds, credit risk, etc.). The Plan has no Level 2 assets at December 31, 2012 and 2011.

Level 3 – significant unobservable inputs. As of December 31, 2012 and 2011, the Plan has no Level 3 assets.

The Company determines fair value based on quoted market prices, quoted net asset values, prices for similar securities, or prices based on models using observable inputs. Valuation techniques maximize the use of relevant observable inputs and minimize the use of observable inputs. The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

Mutual funds: valued at the daily closing price as reported by the fund. The mutual funds held by the Plan are actively traded with daily published net asset value (NAV) available and categorized as Level 1.

Common stocks: valued at the closing price reported on the active market on which the individual securities are traded and categorized as Level 1.

Short-term investment fund: valued daily based on observable market prices and categorized as Level 1.

NOTE C – FAIR VALUE MEASUREMENT AND DISCLOSURES (continued)

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012 and 2011:

	Level 1	Level 2	Level 3	Balance as of December 31, 2012
Mutual Funds				
Foreign Large Blend	$ 1,375,484	$ —	$ —	$ 1,375,484
Foreign Small/Mid Blend	1,055,180			1,055,180
Inflation-Protected Bond	1,055,984			1,055,984
Large Blend	2,703,139			2,703,139
Large Growth	1,055,093			1,055,093
Large Value	2,715,191			2,715,191
Mid-Cap Blend	2,724,042			2,724,042
Mid-Cap Value	847,183			847,183
Short Term Bond	1,056,002			1,056,002
Small Growth	1,052,942			1,052,942
Small/Mid Cap Blend	2,729,144			2,729,144
Small Blend	1,300,581			1,300,581
Foreign Large Value	1,339,151			1,339,151
Money Market Fund	2,610			2,610
Total assets at fair value	$ 21,011,726	$ —	$ —	$ 21,011,726

NOTE C – FAIR VALUE MEASUREMENT AND DISCLOSURES (continued)

	Level 1	Level 2	Level 3	Balance as of December 31, 2011
Mutual Funds				
Foreign Large Blend	$ 2,306,377	$ —	$ —	$ 2,306,377
Foreign Small/Mid Blend	868,272			868,272
Inflation-Protected Bond	866,236			866,236
Large Blend	2,301,447			2,301,447
Large Growth	890,860			890,860
Large Value	2,296,059			2,296,059
Mid-Cap Blend	2,340,575			2,340,575
Mid-Cap Value	771,514			771,514
Short Term Bond	860,756			860,756
Small Growth	884,723			884,723
Small/Mid Cap Blend	2,356,076			2,356,076
Money Market Fund	3,684			3,684
	16,746,579			16,746,579
Common Stocks				
Financial Services	119,766			119,766
Consumer Discretionary	159,342			159,342
Technology	259,490			259,490
Product Durables	174,180			174,180
Others	243,910			243,910
	956,688			956,688
Short-term investment fund	62,944			62,944
Total assets at fair value	$ 17,766,211	$ —	$ —	$ 17,766,211

There were no transfers between the levels of fair value hierarchy in 2012 and 2011.

NOTE D – NONPARTICIPANTS-DIRECTED INVESTMENTS

Investments under the Plan are nonparticipant-directed investments. Effective January 1, 2013, all investments in the Plan became participant-directed and Fidelity Management Trust Company became the Plan trustee and custodian.

The current values of the Plan's investments at December 31, 2012 and 2011, which represent 5% or more of the Plan's net assets, are summarized as follows:

	2012	2011
Ariel Appreciation Fund (*)	$2,724,042	$2,340,575
Ariel Focus Fund (*)	2,715,191	2,296,059
Ariel Fund (*)	2,729,144	2,356,075
Ariel Discovery Fund (*)	1,300,581	- -
Ariel International Equity Fund (*)	1,339,151	- -
Dodge & Cox International Stock	1,375,484	2,306,377
Longleaf Partners Fund	2,703,139	2,301,447

(*) A party-in-interest to the Plan.

During 2012 and 2011, the Plan's investments, including gains and losses on investments bought and sold, as well as held during the year, appreciated/(depreciated) in value as follows:

	2012	2011
Mutual Funds	$2,674,324	($1,585,522)
Common Stocks	141,849	(35,935)
	$2,816,173	($1,621,457)

NOTE E – PLAN TERMINATION

The Company intends for the Plan to be a permanent part of its total benefit program. However, the Company reserves the right to terminate the Plan at any time. If the Plan is terminated, participants account balances will automatically become 100% vested (regardless of length of employment) and will be payable as determined by the plan administrator.

NOTE F – TAX STATUS

The Plan is a "Prototype Standardized Profit Sharing Plan" of HPL&S Inc. ("HPL&S), which was adopted by the Company. The Internal Revenue Service has determined and informed HPL&S by a letter dated March 31, 2008 that the form of the Plan is acceptable under Section 401 of the Code. The Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, they believe that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

Accounting principles generally accepted in the United States of America require the Plan administrator to evaluate tax positions taken by the Plan and recognize a tax liability for any uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing authorities; however, there are currently no audits for any tax periods in progress. The plan administrator believes the Plan is not subject to income tax examinations for years prior to 2009.

NOTE G – RISKS AND UNCERTAINTIES

The Plan utilized various investments, including mutual funds, common stock, and a short-term investment fund. Investments, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investments, it is reasonably possible that changes in the values of investments will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

NOTE H – RELATED PARTY TRANSACTIONS

Ariel Investments, LLC is the Plan sponsor. Investment options in the Plan include shares of Ariel mutual funds, and prior to December 14, 2012, the Plan held assets in a separate account, managed by Ariel Investments, LLC. Additionally, John Rogers, Jr., Chairman, CEO, and Chief Investment Officer of Ariel Investments, LLC, is the Plan trustee. At December 31, 2012 and 2011, 51% and 39%, respectively, of the Plan investments, were held in Ariel mutual funds. Also, at December 31, 2011, 6% of the Plan investments were held in a separate account managed by Ariel Investments, LLC.

Additionally, certain Plan assets held at December 31, 2011 were investment funds of Charles Schwab and William Blair and Company (asset custodians).

All of these party-in-interest transactions are exempt from the prohibited transactions rules of ERISA.

ARIEL INVESTMENTS, LLC
EMPLOYEES' PROFIT SHARING AND SAVINGS PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2012 and 2011

NOTE I – RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

There were no reconciling items involving the amounts shown per the financial statements and Form 5500 for the years ended December 31, 2012 and 2011.

SUPPLEMENTAL SCHEDULE

ARIEL INVESTMENTS, LLC
EMPLOYEES' PROFIT SHARING AND SAVINGS PLAN AND TRUST

SCHEDULE H, ITEM 4i.--SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2012

(EMPLOYER IDENTIFICATION NUMBER: 02-0712418, PLAN NUMBER: 001)

(a)	No. of Shares or Units	Identity of Issue (b) and Description of Investment (c)	Cost (d)	Current Value (e)
		MUTUAL FUNDS		
*	66,424 shares	Ariel Appreciation Fund	$ 2,428,285	$ 2,724,042
*	251,407 shares	Ariel Focus Fund	2,607,695	2,715,191
*	53,304 shares	Ariel Fund	2,227,821	2,729,144
*	124,339 shares	Ariel Discovery Fund	1,254,376	1,300,581
*	131,161 shares	Ariel International Equity Fund	1,231,833	1,339,151
	39,708 shares	Dodge & Cox International Stock Fund	1,189,291	1,375,484
	76,947 shares	Legg Mason Capital Management Opportunity Trust	770,224	847,183
	102,430 shares	Longleaf Partners Fund	2,633,375	2,703,139
	75,478 shares	Oakmark International Small Cap Fund	854,548	1,055,180
	86,062 shares	PIMCO Real Return Fund Institutional Class	987,626	1,055,984
	2,600 shares	Schwab Money Market Fund	2,600	2,600
	6,269 shares	Sequoia Fund	734,518	1,055,093
	10 shares	SSgA Money Market Fund	10	10
	217,732 shares	T. Rowe Price Short Term Bond Fund	1,056,936	1,056,002
	25,501 shares	Wasatch Small Cap Growth Fund	790,832	1,052,942
		Total Mutual Funds	18,769,970	21,011,726
		PARTICIPANT LOANS		
		Loans (Interest rates range from 3.75% - 6.00%)	-	260,060
		Total Assets (Held at End of Year)	$ 18,769,970	$ 21,271,786

* A party-in-interest to the Plan

ARIEL INVESTMENTS, LLC
EMPLOYEES' PROFIT SHARING AND SAVINGS PLAN AND TRUST

SCHEDULE H, ITEM 4i.--SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2012

(EMPLOYER IDENTIFICATION NUMBER: 02-0712418, PLAN NUMBER: 001)

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	102,430 shares	Longleaf Partners Fund	2,633,375	2,703,139
	75,478 shares	Oakmark International Small Cap Fund	854,548	1,055,180
	86,062 shares	PIMCO Real Return Fund Institutional Class	987,626	1,055,984
	2,600 shares	Schwab Money Market Fund	2,600	2,600
	6,269 shares	Sequoia Fund	734,518	1,055,093
	10 shares	SSgA Money Market Fund	10	10
	217,732 shares	T. Rowe Price Short Term Bond Fund	1,056,936	1,056,002
	25,501 shares	Wasatch Small Cap Growth Fund	790,832	1,052,942
		Total Mutual Funds	18,769,970	21,011,726
		PARTICIPANT LOANS		
		Loans (Interest rates range from 3.75% - 6.00%)	-	260,060
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* A party-in-interest to the Plan