

#### ANNUAL REPORT

October 31, 2014

FORT PITT CAPITAL TOTAL RETURN FUND c/o U.S. Bancorp Fund Services, LLC P.O. Box 701 Milwaukee, WI 53201-0701 1-866-688-8775

Dear Fellow Shareholders,

As of October 31, 2014, the Net Asset Value (NAV) of the Fort Pitt Capital Total Return Fund (the "Fund") was \$21.07 per share. Total return (including a \$0.50763 per share dividend) for the fiscal year ended October 31, 2014 was 11.58%. This compares with a total return of 15.78% for the unmanaged Wilshire 5000 Total Market Index and 17.27% for the S&P 500® Index for the same period.

Fund performance for fiscal 2014 again lagged the major indexes. In a solidly bullish year in which higher-multiple health care and technology shares led the charge, and energy, telecommunications and materials lagged, our willingness to hold generally larger businesses with a "value" bent held us back. The few growth-oriented names we own performed well, including the two best performing stocks in our portfolio. Allergan Inc., a maker of drugs and medical devices for both cosmetic and therapeutic uses, saw its shares more than double after the company received a buyout offer from Valeant Pharmaceuticals International, Inc. SanDisk Corporation, a leading manufacturer and marketer of flash memory, rode both the smart-phone and cloud computing waves to a nearly 40% gain for the year. On the downside, our under-weighting in the commodity, energy and materials sectors wasn't enough to keep the bear market in these segments at bay. Our holdings in BP P.L.C., Joy Global, Inc. and Loews Corporation all saw negative total returns for the year. Finally, longstanding (and large) positions in Verizon Communications, Inc. and AT&T, Inc. basically earned their dividends during the year and no more, also hindering overall returns relative to the indexes.

Annualized total return for the three years ended October 31, 2014 was 14.69%, compared to 19.61% for the Wilshire 5000 Total Market Index and 19.77% for the S&P 500® Index. Over the five year period ended October 31, 2014, the Fund's annualized total return was 14.82%, while the Wilshire 5000 Total Market Index's annualized return was 17.06% and the S&P 500® Index's annualized return was 16.69%. Over the ten year period ended October 31, 2014, the Fund's annualized total return was 7.14%, while the Wilshire 5000 Total Market Index's annualized return was 8.76% and the S&P 500® Index's annualized return was 8.20%. Since inception on December 31, 2001, the Fund has produced a total return of 7.96% annualized (167.28% cumulative), compared to 7.42% annualized (150.52% cumulative) for the Wilshire 5000 Total Market Index and 6.61% annualized (127.30% cumulative) for the S&P 500® Index. The annual gross operating expense ratio for the Fund is 1.51%.

Performance data quoted represents past performance and does not guarantee future results. The investment return and principal value of an investment will fluctuate so that an investor's shares, when redeemed, may be worth more or less than their original cost. Current performance of the Fund may be lower or higher than the performance quoted. Performance data current to the most recent month end may be obtained by calling 1-866-688-8775. The Fund imposes a 2.00% redemption fee on shares held for 180 days or less. Performance data quoted does not reflect the redemption fee. If reflected, total returns would be reduced. Performance figures reflect fee waivers in effect. In the absence of waivers, total returns would be lower.

With the bull market now well past its 5th birthday, and the S&P 500® Index and the Wilshire 5000 Total Market Index sporting 3-year total returns approaching 20% annualized, the tone of U.S. equity markets has begun to resemble the "new era" period just prior to the turn of the century. At that time, popular enthusiasm for technology and internet stocks drove valuations to all-time records. In the five years between 1995 and 1999, the S&P 500® Index returned a cumulative 251% (28.6% annualized). Equity accounts managed by Fort Pitt Capital Group, Inc. during this period trailed the S&P 500® Index by a cumulative 74 percentage points (11.7% annualized), a seemingly insurmountable disparity. Yet less than 2½ years after the early 2000 market peak, our managed accounts had recovered this difference due to our value discipline and willingness to hold cash and Treasury bonds when markets had driven prices to uneconomic levels.

This time around, the catalyst has been less "new era" and more "financial engineering" – think Federal Reserve money printing, aggressive corporate share buybacks, cost cutting and debt refinancing – but the end result for investors has been only somewhat less bountiful. In the five years ended October 31, 2014, the S&P 500® Index returned a cumulative 116% (16.7% annualized). Over this period our Fund doubled in

value (assuming reinvestment of dividends), but still trailed the index by a cumulative 17% (3.2% annualized). Certainly a less daunting disparity than 15 years ago, but still meaningful in an era of near-zero interest rates and generally lower stock market returns.

We can't predict the same sort of relative performance recovery over the next few years, particularly if outsized market returns continue, but our approach to evaluating individual businesses and purchasing them at reasonable prices has not changed. Neither has our willingness to hold cash when we are having difficulty finding well run companies at attractive prices. Both attributes have served us well in the past, allowing us to outperform the major indexes from the inception of the Fund, and to do so with levels of share price volatility far lower. As mentioned above, our portfolio holds a mix of both growth and value-oriented investments, with a bias towards value as measured by both absolute and relative ratios of price to book, price to cash flow, price to sales and price to earnings. These characteristics are judged less relevant when the bulls are running. They should be relevant again; we just don't know when.

After a brief hiccup in the first calendar quarter of 2014, the U.S. economy remains the Big Engine That Could. U.S. economic growth accelerated in the third quarter, to an annualized rate of 3.9%. With the dollar appreciating and oil prices falling, U.S. consumers have finally reaped the benefits of six years of household deleveraging. Only three times in the past 25 years has the dollar risen and oil prices dropped as much as this year: in 2001 and 2008, when the world was entering recession, and in 1998, during the Asian financial crisis. The latter episode preceded a boom period for U.S. consumers. Contrary to what we hear from most Federal Reserve economists, low and falling inflation is exactly what the consumer ordered. We've been arguing since 2011 that "escape velocity" (defined as sustained growth above 3.5% to 4%) was within reach for the U.S. economy, if only business capital spending would revive. Corporate executives countered that they needed to see consumer spending accelerate before they could commit to new projects. Consumption is inversely related to headline inflation, and lower inflation will likely boost American's purchasing power by about 2% annualized in coming quarters. If consumers open their wallets, corporations might finally follow suit.

Thank you for your continued support of our Fund.

La Comile

Charlie Smith

Portfolio Manager

Mutual fund investing involves risk; principal loss is possible. Investments in debt securities typically decrease in value when interest rates rise. This risk is usually greater for longer-term debt securities. Small and medium capitalization companies tend to have limited liquidity and greater price volatility than large capitalization companies. The Fund invests in foreign securities which involve greater volatility and political, economic and currency risks and differences in accounting methods.

The opinions expressed are those of Charles A. Smith through the end of the period for this report, are subject to change, and are not intended to be a forecast of future events, a guarantee of future results, nor investment advice.

The S&P 500® Index is a broad based unmanaged index of 500 stocks, which is widely recognized as representative of the equity market in general. The Wilshire 5000 Total Market Index is a capitalization weighted index of all U.S. headquartered companies which provides the broadest measure of U.S. stock market performance. It is not possible to invest directly in an index.

This information is intended for the shareholders of the Fund and is not for distribution to prospective investors unless preceded or accompanied by a current prospectus.

Fund holdings and sector allocations are subject to change and should not be considered a recommendation to buy or sell any security.

For a complete list of Fund holdings, please refer to the Schedule of Investment Section of this report.

Price to book = current share price/most recent quarterly book value per share.

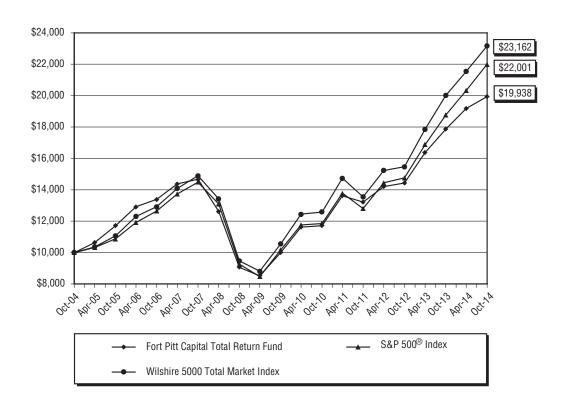
Price to cash flow = current share price/trailing 12-month cash flow per share.

Price to sales = current share price/trailing 12-month sales per share.

Price to earnings = current share price/trailing 12-month earnings per share.

The Fort Pitt Capital Total Return Fund is distributed by Quasar Distributors, LLC.

# Growth of a Hypothetical \$10,000 Investment at October 31, 2014 vs. Wilshire 5000 Total Market Index & S&P $500^{\$}$ Index



#### Average Annual Total Return<sup>1</sup>

	One Year	Five Year	Ten Year	Inception 12/31/01
Fort Pitt Capital Total Return Fund	11.58%	14.82%	7.14%	7.96%
Wilshire 5000 Total Market Index	15.78%	17.06%	8.76%	7.42%
S&P 500 <sup>®</sup> Index	17.27%	16.69%	8.20%	6.61%

Performance data quoted represents past performance and does not guarantee future results. The investment return and principal value of an investment will fluctuate, so that an investor's shares, when redeemed, may be worth more or less than their original cost. Current performance of the Fund may be lower or higher than the performance quoted. Performance data current to the most recent month end may be obtained by calling 1-866-688-8775. The Fund imposes a 2.00% redemption fee on shares held for 180 days or less.

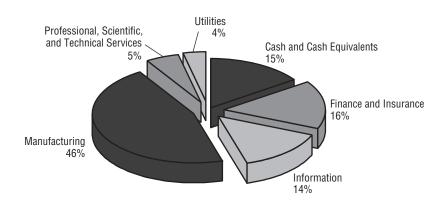
Returns reflect reinvestment of dividends and capital gains distributions. Fee waivers are in effect. In the absence of fee waivers, returns would be reduced. The performance data and graph do not reflect the deduction of taxes that a shareholder may pay on dividends, capital gains distributions, or redemption of Fund shares. Indices do not incur expenses and are not available for investment. If it did, total returns would be reduced.

1 Average Annual Total Return represents the average change in account value over the periods indicated.

The Wilshire 5000 Total Market Index is an unmanaged index commonly used to measure performance of over 5,000 U.S. stocks.

The S&P  $500^{\$}$  Index is an unmanaged, capitalization-weighted index representing the aggregate market value of the common equity of 500 stocks primarily traded on the NYSE.

# **ALLOCATION OF PORTFOLIO INVESTMENTS** at October 31, 2014 (Unaudited)



Percentages represent market value as a percentage of total investments.

# **EXPENSE EXAMPLE** at October 31, 2014 (Unaudited)

As a shareholder of a mutual fund, you incur two types of costs: (1) transaction costs, including redemption fees and exchange fees; and (2) ongoing costs, including management fees; distribution and/or service fees; and other fund expenses. This Example is intended to help you understand your ongoing costs (in dollars) of investing in the Fund and to compare these costs with the ongoing costs of investing in other mutual funds. The Example is based on an investment of \$1,000\$ invested at the beginning of the period and held for the entire period <math>(5/1/14 - 10/31/14).

#### **Actual Expenses**

The first line of the following table provides information about actual account values and actual expenses, with actual net expenses being limited to 1.24% per the operating expenses limitation agreement. Although the Fund charges no sales loads, you will be assessed fees for outgoing wire transfers, returned checks, and stop payment orders at prevailing rates charged by U.S. Bancorp Fund Services, LLC, the Fund's transfer agent. To the extent the Fund invests in shares of other investment companies as part of its investment strategy, you will indirectly bear your proportionate share of any fees and expenses charged by the underlying funds in which the Fund invests in addition to the expenses of the Fund. Actual expenses of the underlying funds are expected to vary among the various underlying funds. These expenses are not included in the example below. The Example below includes, but is not limited to, management fees, fund accounting, custody and transfer agent fees. You may use the information in this line, together with the amount you invested, to estimate the expenses that you paid over the period. Simply divide your account value by \$1,000 (for example, an \$8,600 account value divided by \$1,000 = 8.6), then multiply the result by the number in the first line under the heading entitled "Expenses Paid During Period" to estimate the expenses you paid on your account during this period.

# EXPENSE EXAMPLE (Continued) at October 31, 2014 (Unaudited)

### **Hypothetical Example for Comparison Purposes**

The second line of the table below provides information 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. The hypothetical account values and expenses may not be used to estimate the actual ending account balance or expenses you paid for the period. You may use this information to compare the ongoing costs of investing in the Fund and other funds. To do so, compare this 5% hypothetical example with the 5% hypothetical examples that appear in the shareholder reports of the other funds. Please note that the expenses shown in the table are meant to highlight your ongoing costs only and do not reflect any transactional costs, such as redemption fees or exchange fees. Therefore, the second line of the table is useful in comparing ongoing costs only, and will not help you determine the relative total costs of owning different funds. In addition, if these transactional costs were included, your costs would have been higher.

	Beginning Account Value 5/1/14	Ending Account Value	Expenses Paid During Period* 5/1/14 – 10/31/14
Actual	\$1,000.00	\$1,039.50	\$6.37
Hypothetical	\$1,000.00	\$1,018.95	\$6.31
(5% return before expenses)			

<sup>\*</sup> Expenses are equal to the Fund's annualized expense ratio of 1.24%, multiplied by the average account value over the period, multiplied by 184 (days in most recent fiscal half-year)/365 days to reflect the one-half year expense.

# SCHEDULE OF INVESTMENTS at October 31, 2014

COMMON STOCKS – 81.77%	Shares	Value
Apparel Manufacturing – 3.39%		
VF Corp.	27,200	\$ 1,840,896
Chemical Manufacturing – 4.58%		
Allergan, Inc.	7,850	1,491,971
Pfizer, Inc.	23,964	717,722
Zoetis, Inc.	7,553	280,669
		2,490,362
Computer and Electronic Product Manufacturing – 8.75%		
SanDisk Corp.	28,350	2,668,869
Texas Instruments, Inc.	35,100	1,743,066
Xilinx, Inc.	7,600	338,048
,	,	4,749,983
Credit Intermediation and Related Activities – 5.30%		
Bank of New York Mellon Corp.	16,300	631,136
F.N.B. Corp.	33,700	431,023
PNC Financial Services Group, Inc.	21,000	1,814,190
		2,876,349
Fabricated Metal Product Manufacturing – 2.34%		
Parker Hannifin Corp.	10,000	1,270,300
Insurance Carriers and Related Activities – 6.91%		
Arthur J. Gallagher & Co.	33,300	1,588,410
Erie Indemnity Co. – Class A	6,800	577,116
Loews Corp.	36,350	1,584,860
		3,750,386
Machinery Manufacturing – 3.11%		
General Electric Co.	25,700	663,317
II-VI, Inc.*	40,950	552,415
Joy Global, Inc.	9,000	473,670
		1,689,402
Miscellaneous Manufacturing – 6.72%		
Medtronic, Inc.	27,100	1,847,136
Rockwell Automation, Inc.	16,050	1,803,217
		3,650,353
Nonmetallic Mineral Product Manufacturing – 1.96%		
Headwaters, Inc.*	83,900	1,065,530

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

# SCHEDULE OF INVESTMENTS (Continued) at October 31, 2014

COMMON STOCKS – 81.77% (Continued)	Shares	Value
Paper Manufacturing – 3.04%		
Kimberly-Clark Corp.	14,450	\$ 1,651,202
Petroleum and Coal Products Manufacturing – 2.64%		
BP PLC – ADR	33,000	1,434,180
Primary Metal Manufacturing – 1.10%		
Matthews International Corp. – Class A	13,000	599,040
Professional, Scientific, and Technical Services – 5.20%	,	
Amgen, Inc.	8,150	1,321,767
NetScout Systems, Inc.*	40,700	1,500,202
	,	2,821,969
Publishing Industries (execut Internet) 6740		
Publishing Industries (except Internet) – 6.74% CA, Inc.	56,900	1,653,514
Microsoft Corp.	42,800	2,009,460
1114100011 C01p1	,000	3,662,974
Committee Commodite Contracts and Other Financial		
Securities, Commodity Contracts, and Other Financial Investments and Related Activities – 2.11%		
The Charles Schwab Corp.	40,000	1,146,800
Telecommunications – 7.18%	,	
AT&T, Inc.	55,000	1,916,200
Verizon Communications, Inc.	32,900	1,653,225
Windstream Corp.	31,339	328,433
1	,	3,897,858
Transportation Equipment Manufacturing – 7.37%		
The Boeing Co.	15,000	1,873,650
Honeywell International, Inc.	22,150	2,129,058
	,	4,002,708
Utilities – 3.33%		
Kinder Morgan, Inc.	46,800	1,811,160
	10,000	
TOTAL COMMON STOCKS		
(Cost \$25,148,872)		44,411,452
EXCHANGE-TRADED FUNDS – 1.33%		
iShares MSCI Japan ETF	60,000	723,600
TOTAL EXCHANGE-TRADED FUNDS		
(Cost \$743,483)		723,600

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

# SCHEDULE OF INVESTMENTS (Continued) at October 31, 2014

SHORT-TERM INVESTMENTS – 15.10%	Shares	Value
<i>Money Market Funds – 9.58%</i> Goldman Sachs Financial Square Funds –		
Prime Obligations Fund – Institutional Class, 0.03%† Invesco STIC – Liquid Assets Portfolio –	2,600,000	\$ 2,600,000
Institutional Class, 0.06%†	2,600,000	2,600,000 5,200,000
	Principal Amount	
<i>U.S. Treasury Bills – 5.52%</i> U.S. Treasury Bill, 0.07%, due 7/23/15+	\$3,000,000	2,998,362
TOTAL SHORT-TERM INVESTMENTS (Cost \$8,197,800)		8,198,362
Total Investments (Cost \$34,090,155) – 98.20%		53,333,414
Other Assets in Excess of Liabilities – 1.80% NET ASSETS – 100.00%		976,978 \$54,310,392

<sup>\*</sup> Non-income producing security.

ADR - American Depository Receipt

<sup>†</sup> Rate shown is the 7-day annualized yield at October 31, 2014.

<sup>+</sup> Rate shown is the discount rate at October 31, 2014.

# STATEMENT OF ASSETS AND LIABILITIES at October 31, 2014

ASSETS	
Investments, at market value (cost \$34,090,155)	\$53,333,414
Cash	971,046
Receivable for Fund shares sold	21,085
Dividends and interest receivable	97,439
Prepaid expenses	4,084
Total assets	_54,427,068
LIABILITIES	
Due to advisor	34,394
Fund shares redeemed	7,948
Administration and fund accounting fees	16,869
Audit fees	18,600
Transfer agent fees and expenses	16,409
Pricing fees	557
Legal fees	5,141
Custody fees	1,538
Shareholder reporting fees	10,181
Chief Compliance Officer fee	2,250
Accrued expenses	2,789
Total liabilities	116,676
NET ASSETS	<u>\$54,310,392</u>
COMPONENTS OF NET ASSETS	
Paid-in capital	\$33,332,286
Undistributed net investment income	370,559
Accumulated undistributed net realized gain on investments	1,364,288
Net unrealized appreciation on investments	19,243,259
Total net assets	\$54,310,392
Shares outstanding	
(unlimited number of shares authorized, par value \$0.01)	2,577,372
Net Asset Value, Redemption Price and Offering Price Per Share <sup>+</sup>	\$ 21.07

 $<sup>^{+}</sup>$  A charge of 2% is charged on the redemption proceeds of shares held for 180 days or less.

## STATEMENT OF OPERATIONS For the year ended October 31, 2014

INVESTMENT INCOME	
Income	
Dividends	\$1,081,439
Interest	3,486
Total investment income	1,084,925
Expenses	
Advisory fees (Note 4)	517,117
Administration and fund accounting fees (Note 4)	67,304
Transfer agent fees and expenses (Note 4)	60,257
Registration fees	19,245
Audit fees	18,600
Legal fees	12,043
Custody fees (Note 4)	10,715
Chief Compliance Officer fees (Note 4)	9,000
Shareholder reporting	8,522
Other	8,182
Trustee fees	7,976
Pricing fees	2,331
Total expenses before fee waiver	741,292
Less: fee waiver from Advisor (Note 4)	(100,067)
Net expenses	641,225
Net investment income	443,700
REALIZED AND UNREALIZED GAIN ON INVESTMENTS	
Net realized gain on investments	1,364,312
Change in unrealized appreciation on investments	3,789,383
Net realized and unrealized gain on investments	5,153,695
Net increase in net assets resulting from operations	\$5,597,395

## STATEMENTS OF CHANGES IN NET ASSETS

	For the Year Ended October 31, 2014	For the Year Ended October 31, 2013
OPERATIONS	¢ 442.700	ф <b>5</b> 01 10 <b>5</b>
Net investment income	\$ 443,700	\$ 501,105
Net realized gain on investments  Capital gain distributions from	1,364,312	815,633
regulated investment companies		78
Change in unrealized appreciation on investments	3,789,383	8,078,961
Net increase in net assets resulting from operations	5,597,395	9,395,777
DISTRIBUTIONS TO SHAREHOLDERS		
Net investment income	(457,166)	(558,719)
Net realized gains	(813,672)	_
Total distributions	(1,270,838)	(558,719)
CAPITAL SHARE TRANSACTIONS		
Proceeds from shares sold	3,083,668	2,807,579
Proceeds from shares issued in reinvestment of dividends	1,265,585	556,761
Cost of shares redeemed*	(3,171,698)	(3,227,441)
Net increase in net assets resulting		
from capital share transactions	1,177,555	136,899
Total increase in net assets	5,504,112	8,973,957
NET ASSETS		
Beginning of year	48,806,280	39,832,323
End of year	<u>\$54,310,392</u>	\$48,806,280
Undistributed net investment income	\$ 370,559	\$ 384,025
CHANGES IN SHARES OUTSTANDING		
Shares sold	153,007	162,058
Shares issued in reinvestment of dividends	66,962	35,172
Shares redeemed	(159,129)	(188,267)
Net increase in Fund shares outstanding	60,840	8,963
Shares outstanding, beginning of year	2,516,532	2,507,569
Shares outstanding, end of year		2,516,532

<sup>\*</sup> Net of redemption fees of \$1,443 and \$572, respectively.

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

## **FINANCIAL HIGHLIGHTS**

For a share outstanding throughout the year

		For	the Year Ended Oc	ctober 31,	
	2014	2013	2012	2011	2010
Net asset value,					
beginning of year	\$19.39	\$15.88	\$14.72	\$13.18	\$11.38
Income from					
investment operations:					
Net investment income	0.17	0.20	0.21	0.16	0.13
Net realized and unrealized					
gain on investments	2.01	3.53	1.12	1.52	1.82
Total from					
investment operations	2.18	3.73	1.33	1.68	1.95
Less dividends:					
Dividends from					
net investment income	(0.18)	(0.22)	(0.17)	(0.14)	(0.15)
Dividends from					
net realized gains	(0.32)				
Total dividends	(0.50)	(0.22)	(0.17)	(0.14)	(0.15)
Redemption fees	0.00#	0.00#	0.00#	0.00#	0.00#
Net asset value, end of year	\$21.07	\$19.39	\$15.88	\$14.72	\$13.18
Total return <sup>1</sup>	11.58%	23.83%	9.18%	12.80%	17.27%
Supplemental data and ratios:					
Net assets, end of year \$54	,310,392	\$48,806,280	\$39,832,323	\$35,792,857	\$33,211,583
Ratio of net expenses					
to average net assets:					
Before expense					
reimbursement					
and waivers	1.43%	1.49%	1.53%	1.96%	2.20%
After expense					
reimbursement					
and waivers	1.24%	1.24%	1.24%	1.24%	1.24%
Ratio of net investment income					
to average net assets:					
Before expense					
reimbursement	0.670	0.000	1.070	0.4107	0.000
and waivers	0.67%	0.90%	1.07%	0.41%	0.09%
After expense					
reimbursement and waivers	0.86%	1.15%	1.36%	1.13%	1.05%
Portfolio turnover rate	12%	1.15%	1.30%	1.13%	1.03% 7%
romono turnover rate	12%	13%	4%	3%	1%

<sup>#</sup> Amount is less than \$0.01 per share.

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

<sup>1</sup> Total return reflects reinvested dividends but does not reflect the impact of taxes.

# NOTES TO FINANCIAL STATEMENTS at October 31, 2014

#### NOTE 1 - ORGANIZATION

The Fort Pitt Capital Total Return Fund (the "Fund") is a series of Advisors Series Trust (the "Trust"), which is registered under the Investment Company Act of 1940 (the "1940 Act") as an open-end management investment company. The Fund began operations on December 31, 2001.

The investment goal of the Fund is to seek to realize a combination of long-term capital appreciation and income that will produce maximum total return. The Fund seeks to achieve its goal by investing primarily in a diversified portfolio of common stocks of domestic (U.S.) companies and fixed income investments.

#### **NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES**

The following is a summary of significant accounting policies consistently followed by the Fund. These policies are in conformity with accounting principles generally accepted in the United States of America.

- A. Security Valuation: All investments in securities are recorded at their estimated fair value, as described in note 3.
- B. Federal Income Taxes: It is the Fund's policy to comply with the requirements of Subchapter M of the Internal Revenue Code applicable to regulated investment companies and to distribute substantially all of its taxable income to its shareholders. Therefore, no Federal income or excise tax provision is required.
  - The Fund recognizes the tax benefits of uncertain tax positions only where the position is "more-likely-than-not" to be sustained assuming examination by tax authorities. Management has analyzed the Fund's tax positions, and has concluded that no liability for unrecognized tax benefits should be recorded related to uncertain tax positions taken on returns filed for open tax years 2011-2013, or expected to be taken in the Fund's 2014 tax returns. The Fund identifies its major tax jurisdictions as U.S. Federal and the state of Wisconsin; however the Fund is not aware of any tax positions for which it is reasonably possible that the total amounts of unrecognized tax benefits will change materially in the next twelve months.
- C. Securities Transactions, Income and Distributions: Securities transactions are accounted for on the trade date. Realized gains and losses on securities sold are determined on the basis of identified cost. Interest income is recorded on an accrual basis. Dividend income, income and capital gain distributions from underlying funds, and distributions to shareholders are recorded on the exdividend date.
  - The Fund distributes substantially all net investment income, if any, and net realized capital gains, if any, annually. The amount of dividends and distributions to shareholders from net investment income and net realized capital gains is determined in accordance with Federal income tax regulations which differ from accounting principles generally accepted in the United States of America. To the extent these book/tax differences are permanent, such amounts are reclassified with the capital accounts based on their Federal tax treatment.
- D. Reclassification of Capital Accounts: Accounting principles generally accepted in the United States of America require that certain components of net assets relating to permanent differences be reclassified between financial and tax reporting. These reclassifications have no effect on net assets or net asset value per share.
- E. *Use of 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 at the date of the financial statements and the reported amounts of increases and decreases in net assets during the reporting period. Actual results could differ from those estimates.

### **NOTES TO FINANCIAL STATEMENTS (Continued)**

- F. *Redemption Fee:* The Fund charges a 2.00% redemption fee to shareholders who redeem shares held 180 days or less. Such fees are retained by the Fund and accounted for as an addition to paid-in capital. During the year ended October 31, 2014, the Fund retained \$1,443 in redemption fees.
- G. Events Subsequent to the Fiscal Year End: In preparing the financial statements as of October 31, 2014, management considered the impact of subsequent events for potential recognition or disclosure in the financial statements.

#### **NOTE 3 – SECURITIES VALUATION**

The Fund has adopted authoritative fair value accounting standards which establish an authoritative definition of fair value and set out a hierarchy for measuring fair value. These standards require additional disclosures about the various inputs and valuation techniques used to develop the measurements of fair value, a discussion in changes in valuation techniques and related inputs during the period and expanded disclosure of valuation levels for major security types. These inputs are summarized in the three broad levels listed below:

- Level 1 Unadjusted quoted prices in active markets for identical assets or liabilities that the Fund has the ability to access.
- Level 2 Observable inputs other than quoted prices included in level 1 that are observable for the asset or liability, either directly or indirectly. These inputs may include quoted prices for the identical instrument on an inactive market, prices for similar instruments, interest rates, prepayment speeds, credit risk, yield curves, default rates and similar data.
- Level 3 Unobservable inputs for the asset or liability, to the extent relevant observable inputs are not available, representing the Fund's own assumptions about the assumptions a market participant would use in valuing the asset or liability, and would be based on the best information available.

Following is a description of the valuation techniques applied to the Fund's major categories of assets and liabilities measured at fair value on a recurring basis.

The Fund determines the fair value of its investments and computes its net asset value per share as of the close of regular trading on the New York Stock Exchange (4:00 pm EST).

Equity Securities: The Fund's investments are carried at fair value. Equity securities, including common stocks and exchange-traded funds, that are primarily traded on a national securities exchange shall be valued at the last sale price on the exchange on which they are primarily traded on the day of valuation or, if there has been no sale on such day, at the mean between the bid and asked prices. Securities primarily traded in the NASDAQ Global Market System for which market quotations are readily available shall be valued using the NASDAQ Official Closing Price ("NOCP"). If the NOCP is not available, such securities shall be valued at the last sale price on the day of valuation, or if there has been no sale on such day, at the mean between the bid and asked prices. Over-the-counter securities which are not traded in the NASDAQ Global Market System shall be valued at the most recent sales price. Investments in open-end mutual funds are valued at their net asset value per share. To the extent these securities are actively traded and valuation adjustments are not applied, they are categorized in level 1 of the fair value hierarchy.

*Short-Term Securities:* Short-term securities having a maturity of 60 days or less are valued at amortized cost, which approximates market value. To the extent the inputs are observable and timely, these securities would be classified in level 2 of the fair value hierarchy.

The Board of Trustees ("Board") has delegated day-to-day valuation issues to a Valuation Committee of Advisors Series Trust which is comprised of representatives from U.S. Bancorp Fund Services, LLC, the Fund's administrator. The function of the Valuation Committee is to value securities where current and

### **NOTES TO FINANCIAL STATEMENTS (Continued)**

reliable market quotations are not readily available or the closing price does not represent fair value by following procedures approved by the Board. These procedures consider many factors, including the type of security, size of holding, trading volume and news events. All actions taken by the Valuation Committee are subsequently reviewed and ratified by the Board.

Depending on the relative significance of the valuation inputs, fair valued securities may be classified in either level 2 or level 3 of the fair value hierarchy.

The inputs or methodology used for valuing securities is not an indication of the risk associated with investing in those securities. The following is a summary of the inputs used to value the Fund's securities as of October 31, 2014:

	Level 1	Level 2	Level 3	Total
Common Stocks				
Finance and Insurance	\$ 7,773,535	\$ —	\$ —	\$ 7,773,535
Information	7,560,832	_	_	7,560,832
Manufacturing	24,443,956	_	_	24,443,956
Professional, Scientific,				
and Technical Services	2,821,969		_	2,821,969
Utilities	1,811,160			1,811,160
<b>Total Common Stocks</b>	44,411,452			44,411,452
<b>Exchange-Traded Funds</b>	723,600			723,600
<b>Short-Term Investments</b>				
Money Market Funds	5,200,000	_	_	5,200,000
U.S. Treasury Bills		2,998,362		2,998,362
<b>Total Short-Term Investments</b>	5,200,000	2,998,362		8,198,362
<b>Total Investments</b>	\$50,335,052	\$2,998,362	<u>\$</u>	\$53,333,414

Refer to the Fund's Schedule of Investments for a detailed break-out of common stocks by industry classification. Transfers between levels are recognized at October 31, 2014, the end of the reporting period. The Fund recognized no transfers to/from Level 1 or Level 2. There were no Level 3 securities held in the Fund during the year ended October 31, 2014.

#### NOTE 4 – INVESTMENT ADVISORY FEE AND OTHER TRANSACTIONS WITH AFFILIATES

For the year ended October 31, 2014, Fort Pitt Capital Group, Inc. (the "Advisor") provided the Fund with investment management services under an Investment Advisory Agreement. The Advisor furnished all investment advice, office space, facilities, and provides most of the personnel needed by the Fund. As compensation for its services, the Advisor is entitled to a monthly fee at the annual rate of 1.00% based upon the average daily net assets of the Fund. For the year ended October 31, 2014, the Fund incurred \$517,117 in advisory fees.

The Fund is responsible for its own operating expenses. The Advisor has agreed to reduce fees payable to it by the Fund and to pay Fund operating expenses to the extent necessary to limit the Fund's aggregate annual operating expenses to 1.24% of average daily net assets. Any such reduction made by the Advisor in its fees or payment of expenses which are the Fund's obligation are subject to reimbursement by the Fund to the Advisor, if so requested by the Advisor, in subsequent fiscal years if the aggregate amount actually paid by the Fund toward the operating expenses for such fiscal year (taking into account the reimbursement) does not exceed the applicable limitation on Fund expenses. The Advisor is permitted to be reimbursed only for fee reductions and expense payments made in the previous three fiscal years. Any such

### **NOTES TO FINANCIAL STATEMENTS (Continued)**

reimbursement is also contingent upon Board of Trustees review and approval at the time the reimbursement is made. Such reimbursement may not be paid prior to the Fund's payment of current ordinary operating expenses. For the year ended October 31, 2014, the Advisor reduced its fees in the amount of \$100,067; no amounts were reimbursed to the Advisor. Cumulative expenses subject to recapture pursuant to the aforementioned conditions amounted to \$319,457 at October 31, 2014. Cumulative expenses subject to recapture expire as follows:

Amount
\$110,951
108,439
100,067
\$319,457

U.S. Bancorp Fund Services, LLC (the "Administrator") acts as the Fund's Administrator under an Administration Agreement. The Administrator prepares various federal and state regulatory filings, reports and returns for the Fund; prepares reports and materials to be supplied to the Trustees; monitors the activities of the Fund's custodian, transfer agent and accountants; coordinates the preparation and payment of the Fund's expenses and reviews the Fund's expense accruals.

U.S. Bancorp Fund Services, LLC ("USBFS") also serves as the fund accountant and transfer agent to the Fund. U.S. Bank N.A., an affiliate of USBFS, serves as the Fund's custodian.

For the year ended October 31, 2014, the Fund incurred the following expenses for administration, fund accounting, transfer agency, custody, and Chief Compliance Officer fees:

Administration and Fund Accounting	\$67,304
Transfer Agency (a)	20,224
Custody	10,715
Chief Compliance Officer	9,000

(a) Does not include out-of-pocket expenses

At October 31, 2014, the Fund had payables due to USBFS for administration, fund accounting, transfer agency and Chief Compliance Officer fees and to U.S. Bank N.A. for custody fees in the following amounts:

Administration and Fund Accounting	\$16,869
Transfer Agency (a)	5,079
Custody	1,538
Chief Compliance Officer	2,250

(a) Does not include out-of-pocket expenses

Quasar Distributors, LLC (the "Distributor") acts as the Fund's principal underwriter in a continuous public offering of the Fund's shares. The Distributor is an affiliate of the Administrator.

Certain officers of the Fund are also employees of the Administrator.

#### NOTE 5 – PURCHASES AND SALES OF SECURITIES

For the year ended October 31, 2014, the cost of purchases and the proceeds from sales of securities, excluding short-term securities, were \$5,401,888 and \$7,547,233, respectively.

### **NOTES TO FINANCIAL STATEMENTS (Continued)**

#### NOTE 6 – INCOME TAXES AND DISTRIBUTIONS TO SHAREHOLDERS

The tax character of distributions paid during the year ended October 31, 2014 and the year ended October 31, 2013 was as follows:

	October 31, 2014	October 31, 2013
Ordinary income	\$457,166	\$558,719
Long-term capital gains	813,672	_

As of October 31, 2014, the components of accumulated earnings/(losses) on a tax basis were as follows:

Cost of investments	\$34,090,167
Gross tax unrealized appreciation	19,496,378
Gross tax unrealized depreciation	(253,131)
Net tax unrealized appreciation	19,243,247
Undistributed ordinary income	375,642
Undistributed long-term capital gain	1,359,217
Total distributable earnings	1,734,859
Other accumulated gains/(losses)	
Total accumulated earnings/(losses)	<u>\$20,978,106</u>

The difference between book-basis and tax-basis net unrealized appreciation is attributable primarily to the tax deferral of losses on wash sales adjustments.

### **NOTICE TO SHAREHOLDERS at October 31, 2014 (Unaudited)**

For the year ended October 31, 2014, the Fort Pitt Capital Total Return Fund designated \$457,166 as ordinary income and \$813,672 as long-term capital gains for purposes of the dividends paid deduction.

For the year ended October 31, 2014, certain dividends paid by the Fort Pitt Capital Total Return Fund may be subject to a maximum tax rate of 15%, as provided by the Jobs and Growth Tax Relief Reconciliation Act of 2003. The percentage of dividends declared from net investment income designated as qualified dividend income was 100.00%.

For corporate shareholders in the Fort Pitt Capital Total Return Fund, the percent of ordinary income distributions qualifying for the corporate dividends received deduction for the year ended October 31, 2014 was 100.00%.

### REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Trustees Advisors Series Trust and Shareholders of Fort Pitt Capital Total Return Fund

We have audited the accompanying statement of assets and liabilities, including the schedule of investments, of Fort Pitt Capital Total Return Fund, a series of shares of Advisor Series Trust (the "Trust"), as of October 31, 2014 and the related statement of operations for the year then ended, the statements of changes in net assets for each of the two years in the period then ended and the financial highlights for each of the five years in the period then ended. These financial statements and financial highlights are the responsibility of the Trust's management. Our responsibility is to express an opinion on these financial statements and financial highlights based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements and financial highlights are free of material misstatement. The Trust is not required to have, nor were we engaged to perform, an audit of the Trust's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Trust's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. Our procedures included confirmation of securities owned as of October 31, 2014, by correspondence with the custodian. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements and financial highlights referred to above present fairly, in all material respects, the financial position of Fort Pitt Capital Total Return Fund as of October 31, 2014 the results of its operations for the year then ended, the changes in its net assets for each of the two years in the period then ended, and the financial highlights for each of the five years in the period then ended, in conformity with accounting principles generally accepted in the United States of America.

TAIT. WELLER & BAKER LLP

Philadelphia, Pennsylvania December 30, 2014

## **INFORMATION ABOUT TRUSTEES AND OFFICERS (Unaudited)**

This chart provides information about the Trustees and Officers who oversee the Fund. Officers elected by the Trustees manage the day-to-day operations of the Fund and execute policies formulated by the Trustees.

Independent	Trustees <sup>1</sup>
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Name, Address and Age	Position Held with the Trust	Term of Office and Length of Time Served	Principal Occupation During Past Five Years	Number of Portfolios in Fund Complex Overseen by Trustee <sup>2</sup>	Other Directorships Held During Past Five Years <sup>3</sup>
Gail S. Duree (age 68) 615 E. Michigan Street Milwaukee, WI 53202	Trustee	Indefinite term since March 2014.	Director, Alpha Gamma Delta Housing Corporation (collegiate housing management) (2012 to present); Trustee and Chair (2000 to 2012), New Covenant Mutual Funds (1999-2012); Director and Board Member, Alpha Gamma Delta Foundation (philanthropic organization) (2005 to 2011).	1	Trustee, Advisors Series Trust (for series not affiliated with the Fund); Independent Trustee from 1999 to 2012, New Covenant Mutual Funds.
Donald E. O'Connor (age 78) 615 E. Michigan Street Milwaukee, WI 53202	Trustee	Indefinite term since February 1997.	Retired; former Financial Consultant and former Executive Vice President and Chief Operating Officer of ICI Mutual Insurance Company (until January 1997).	1	Trustee, Advisors Series Trust (for series not affiliated with the Fund); Trustee, The Forward Funds (33 portfolios).

# INFORMATION ABOUT TRUSTEES AND OFFICERS (Unaudited) (Continued)

Name, Address and Age	Position Held with the Trust	Term of Office and Length of Time Served	Principal Occupation During Past Five Years	Number of Portfolios in Fund Complex Overseen by Trustee <sup>2</sup>	Other Directorships Held During Past Five Years <sup>3</sup>
George J. Rebhan (age 80) 615 E. Michigan Street Milwaukee, WI 53202	Trustee	Indefinite term since May 2002.	Retired; formerly President, Hotchkis and Wiley Funds (mutual funds) (1985 to 1993).	1	Trustee, Advisors Series Trust (for series not affiliated with the Fund); Independent Trustee from 1999 to 2009, E*TRADE Funds.
George T. Wofford (age 75) 615 E. Michigan Street Milwaukee, WI 53202	Trustee	Indefinite term since February 1997.	Retired; formerly Senior Vice President, Federal Home Loan Bank of San Francisco.	1	Trustee, Advisors Series Trust (for series not affiliated with the Fund).
		Interest	ted Trustee		
Joe D. Redwine <sup>4</sup> (age 67) 615 E. Michigan Street Milwaukee, WI 53202	Interested Trustee	Indefinite term since September 2008.	President, CEO, U.S. Bancorp Fund Services, LLC (May 1991 to present).	1	Trustee, Advisors Series Trust (for series not affiliated with the Fund).
		<u>O1</u>	<u>fficers</u>		
Name, Address and Age	Position Held with the Trust	Term of Office and Length of Time Served	Principal Occupation During Past Five Years		
Joe D. Redwine (age 67) 615 E. Michigan Street Milwaukee, WI 53202	Chairman and Chief Executive Officer	Indefinite term since September 2007.	President, CEO, U.S. Bancorp Fu (May 1991 to present).	and Services, l	LLC

# INFORMATION ABOUT TRUSTEES AND OFFICERS (Unaudited) (Continued)

Name, Address and Age	Position Held with the Trust	Term of Office and Length of Time Served	Principal Occupation During Past Five Years <sup>3</sup>
Douglas G. Hess (age 47) 615 E. Michigan Street Milwaukee, WI 53202	President and Principal Executive Officer	Indefinite term since June 2003.	Senior Vice President, Compliance and Administration, U.S. Bancorp Fund Services, LLC (March 1997 to present).
Cheryl L. King (age 53) 615 E. Michigan Street Milwaukee, WI 53202	Treasurer and Principal Financial Officer	Indefinite term since December 2007.	Vice President, Compliance and Administration, U.S. Bancorp Fund Services, LLC (October 1998 to present).
Kevin J. Hayden (age 43) 615 E. Michigan Street Milwaukee, WI 53202	Assistant Treasurer	Indefinite term since September 2013.	Assistant Vice President, Compliance and Administration, U.S. Bancorp Fund Services, LLC (June 2005 to present).
Albert Sosa (age 44) 615 E. Michigan Street Milwaukee, WI 53202	Assistant Treasurer	Indefinite term since September 2013.	Assistant Vice President, Compliance and Administration, U.S. Bancorp Fund Services, LLC (June 2004 to present).
Michael L. Ceccato (age 57) 615 E. Michigan Street Milwaukee, WI 53202	Vice President, Chief Compliance Officer and AML Officer	Indefinite term since September 2009.	Senior Vice President, U.S. Bancorp Fund Services, LLC (February 2008 to present).
Jeanine M. Bajczyk, Esq. (age 49) 615 E. Michigan Street Milwaukee, WI 53202	Secretary	Indefinite term since June 2007.	Senior Vice President and Counsel, U.S. Bancorp Fund Services, LLC (May 2006 to present).

<sup>1</sup> The Trustees of the Trust who are not "interested persons" of the Trust as defined under the 1940 Act ("Independent Trustees").

The Statement of Additional Information includes additional information about the Fund's Trustees and Officers and is available, without charge, upon request by calling 1-866-688-8775.

<sup>&</sup>lt;sup>2</sup> As of October 31, 2014, the Trust is comprised of 44 active portfolios managed by unaffiliated investment advisors. The term "Fund Complex" applies only to the Fund. The Fund does not hold itself out as related to any other series within the Trust for investment purposes, nor does it share the same investment adviser with any other series.

<sup>&</sup>lt;sup>3</sup> "Other Directorships Held" includes only directorships of companies required to register or file reports with the SEC under the Securities Exchange Act of 1934, as amended, (that is, "public companies") or other investment companies registered under the 1940 Act.

<sup>&</sup>lt;sup>4</sup> Mr. Redwine is an "interested person" of the Trust as defined by the 1940 Act. Mr. Redwine is an interested Trustee of the Trust by virtue of the fact that he is an interested person of Quasar Distributors, LLC who acts as principal underwriter to the series of the Trust.

#### HOUSEHOLDING

In an effort to decrease costs, the Fund intends to reduce the number of duplicate prospectuses, annual and semi-annual reports, proxy statements and other similar documents you receive by sending only one copy of each to those addresses shared by two or more accounts and to shareholders the Transfer Agent reasonably believes are from the same family or household. Once implemented, if you would like to discontinue householding for your accounts, please call toll-free at 1-866-688-8775 to request individual copies of these documents. Once the Transfer Agent receives notice to stop householding, the Transfer Agent will begin sending individual copies thirty days after receiving your request. This policy does not apply to account statements.

#### PRIVACY POLICY

The Fund collects non-public information about you from the following sources:

- Information we receive about you on applications or other forms;
- Information you give us orally; and/or
- Information about your transactions with us or others.

We do not disclose any non-public personal information about our customers or former customers without the customer's authorization, except as permitted by law or in response to inquiries from governmental authorities. We may share information with affiliated and unaffiliated third parties with whom we have contracts for servicing the Fund. We will provide unaffiliated third parties with only the information necessary to carry out their assigned responsibilities. We maintain physical, electronic and procedural safeguards to guard your non-public personal information and require third parties to treat your personal information with the same high degree of confidentiality.

In the event that you hold shares of the Fund through a financial intermediary, including, but not limited to, a broker-dealer, bank, or trust company, the privacy policy of your financial intermediary would govern how your non-public personal information would be shared by those entities with unaffiliated third parties.

#### FORT PITT CAPITAL TOTAL RETURN FUND

c/o U.S. Bancorp Fund Services, LLC P.O. Box 701 Milwaukee, WI 53201-0701 1-866-688-8775

#### INVESTMENT ADVISOR

Fort Pitt Capital Group, Inc. 680 Andersen Drive Foster Plaza Ten Pittsburgh, Pennsylvania 15220

#### DISTRIBUTOR

Quasar Distributors, LLC 615 East Michigan Street Milwaukee, Wisconsin 53202

#### **CUSTODIAN**

U.S. Bank N.A. 1555 N. River Center Drive, Suite 302 Milwaukee, Wisconsin 53212

#### TRANSFER AGENT

U.S. Bancorp Fund Services, LLC 615 East Michigan Street Milwaukee, Wisconsin 53202 1-866-688-8775

#### INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Tait, Weller & Baker LLP 1818 Market Street, Suite 2400 Philadelphia, Pennsylvania 19103

#### LEGAL COUNSEL

Paul Hastings LLP 75 East 55th Street New York, New York 10022

This report has been prepared for shareholders and may be distributed to others only if preceded or accompanied by a current prospectus.

The Fund's Proxy Voting Policies and Procedures are available without charge upon request by calling 1-866-688-8775. Information regarding how the Fund voted proxies relating to portfolio securities during the twelve months ended June 30, 2014 is available by calling 1-866-688-8775 and on the SEC's website at <a href="https://www.sec.gov">www.sec.gov</a>.

The Fund's complete schedule of portfolio holdings for the first and third quarters is filed with the SEC on Form N-Q. The Fund's Forms N-Q are available without charge, upon request, by calling 1-866-688-8775 and on the SEC's website at <a href="www.sec.gov">www.sec.gov</a>; the Fund's Forms N-Q may be reviewed and copied at the SEC's Public Reference Room in Washington, DC, and that information on the operation of the Public Reference Room may be obtained by calling 1-800-SEC-0330.