

**JACKSON NATIONAL LIFE INSURANCE COMPANY  
JACKSON NATIONAL LIFE INSURANCE COMPANY OF NEW YORK**

1 Corporate Way  
Lansing, Michigan 48951

February 4, 2019

Dear Contract Owner:

Enclosed is a notice of a Special Meeting of Members of the JNL/Mellon Capital JNL 5 Fund (the “JNL 5 Fund” or the “Acquired Fund”), a series of JNL Variable Fund LLC (“VF LLC”). The Special Meeting of Members of the Acquired Fund is scheduled to be held at the offices of Jackson National Life Insurance Company, 1 Corporate Way, Lansing, Michigan 48951, on March 15, 2019, at 12:30 p.m., Eastern Time (the “Meeting”). At the Meeting, the members of the Acquired Fund will be asked to approve the proposal described below.

VF LLC’s Board of Managers (the “VF LLC Board”) called the Meeting to request member approval of the reorganization (the “Reorganization”) of the Acquired Fund into the JNL/RAFI® Multi-Factor U.S. Equity Fund (the “U.S. Equity Fund” or the “Acquiring Fund”), a series of JNL Series Trust (“JNLST”). The Acquiring Fund is a recently formed “shell” series, which was created for the purpose of acquiring the assets and assuming the liabilities of the Acquired Fund. The Acquired Fund and the Acquiring Fund are each sometimes referred to herein as a “Fund” and collectively, the “Funds.” The VF LLC Board considered that the JNL 5 Fund was launched in 2004 and uses custom screens that have not been enhanced in the time since its inception and that the JNL 5 Fund has underperformed the S&P 500 Index by over 2% per annum and ranks in the 74th percentile of its peers, over the trailing 10-year period through September 30, 2018. Thus, the VF LLC Board considered the recommendation of Jackson National Asset Management, LLC (“JNAM”), the investment adviser to the Funds, to merge the JNL 5 Fund into the U.S. Equity Fund given that the U.S. Equity Fund is expected to have a more highly diversified portfolio than that of the JNL 5 Fund, significantly reducing the stock-specific risk inherent in the portfolio while ensuring that intended factor exposures drive the relative risk.

The VF LLC Board, after careful consideration, approved the Reorganization. After considering JNAM’s recommendation, the VF LLC Board concluded that: (i) the Reorganization will benefit the members of the Acquired Fund; (ii) the Reorganization is in the best interests of the Acquired Fund; and (iii) the interests of the members of the Acquired Fund will not be diluted as a result of the Reorganization. No one factor was determinative, and each Manager may have attributed different weights to the various factors.

Both the Acquired Fund and the Acquiring Fund are managed by JNAM, and each is sub-advised by Mellon Investments Corporation . If the Reorganization is approved and implemented, each person that invests indirectly in the Acquired Fund will automatically become an investor indirectly in the Acquiring Fund.

Pending member approval, effective as of the close of business on June 21, 2019, or on such later date as may be deemed necessary in the judgment of the VF LLC Board or JNLST's Board of Trustees in accordance with the Plan of Reorganization (the "Closing Date"), you will invest indirectly in shares of the Acquiring Fund in an amount equal to the dollar value of your interest in the Acquired Fund on the Closing Date. As of the date hereof, it is not expected that the Closing Date will be postponed. If the Closing Date is postponed to allow for additional time to solicit member votes, members will remain members of their respective Fund(s). No sales charge, redemption fees, or other transaction fees will be imposed in the Reorganization. The Reorganization will not cause any fees or charges under your contract to be greater after the Reorganization than before the Reorganization, and the Reorganization will not alter your rights under your contract or the obligations of the insurance company that issued the contract. Following the Reorganization, the Acquired Fund will be the accounting and performance survivor.

You may wish to take actions relating to your future allocation of premium payments under your insurance contract to the various investment divisions (the "Divisions") of the separate account. You may execute certain changes prior to the Reorganization, in addition to participating in the Reorganization with regard to the Acquiring Fund, such as allocating your premium payments to other Divisions.

All actions with regard to the Acquired Fund need to be completed by the Closing Date. In the absence of new instructions prior to the Closing Date, future premium payments previously allocated to the Acquired Fund Division will be allocated to the Acquiring Fund Division. The Acquiring Fund Division will be the Division for future allocations under the Dollar Cost Averaging, Earnings Sweep, and Rebalancing Programs (together, the "Programs").

In addition to the Acquiring Fund Division, there are other Divisions investing in mutual funds that seek to match the performance of an index. If you want to transfer all or a portion of your Contract value out of the Acquired Fund Division prior to the Reorganization, you may do so and that transfer will not be treated as a transfer for the purpose of determining how many subsequent transfers may be made in any period or how many may be made in any period without charge. In addition, if you want to transfer all or a portion of your Contract value out of the Acquiring Fund Division after the Reorganization, you may do so within 60 days following the Closing Date and that transfer will not be treated as a transfer for

the purpose of determining how many subsequent transfers may be made in any period or how many may be made in any period without charge. You will be provided with an additional notification of this free-transfer policy on or about June 24, 2019.

If you want to change your allocation instructions as to your future premium payments or the Programs or if you require summary descriptions of the other underlying funds and Divisions available under your contract or additional copies of the prospectuses for other funds underlying the Divisions, please contact:

For Jackson variable annuity policies:

Annuity Service Center  
P.O. Box 30314  
Lansing, Michigan 48909-7814  
1-800-644-4565  
[www.jackson.com](http://www.jackson.com)

For Jackson variable universal life policies:

Jackson® Service Center  
P.O. Box 30502  
Lansing, Michigan 48909-8002  
1-800-644-4565  
[www.jackson.com](http://www.jackson.com)

For Jackson New York variable annuity policies:

Jackson of NY Service Center  
P.O. Box 30313  
Lansing, Michigan 48909-7813  
1-800-599-5651  
[www.jackson.com](http://www.jackson.com)

For Jackson New York variable universal life policies:

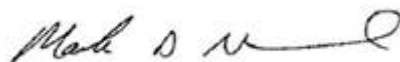
Jackson of NY® Service Center  
P.O. Box 30901  
Lansing, MI 48909-8401  
1-800-599-5651  
[www.jackson.com](http://www.jackson.com)

An owner of a variable life insurance policies or variable annuity contract or certificate that participates in the Acquired Fund through the Divisions of separate

accounts established by Jackson National Life Insurance Company or Jackson National Life Insurance Company of New York (each, an “Insurance Company”) is entitled to instruct the applicable Insurance Company how to vote the Acquired Fund shares related to the ownership interest in those accounts as of the close of business on January 25, 2019. The attached Notice of Special Meeting of Members and Proxy Statement and Prospectus concerning the Meeting describe the matters to be considered at the Meeting.

You are cordially invited to attend the Meeting. Because it is important that your vote be represented whether or not you are able to attend, you are urged to consider these matters and to exercise your right to vote your shares by completing, dating, signing, and returning the enclosed voting instruction card in the accompanying return envelope at your earliest convenience or by relaying your voting instructions via telephone or the Internet by following the enclosed instructions. Of course, we hope that you will be able to attend the Meeting, and if you wish, you may vote your shares in person, even if you may have already returned a voting instruction card or submitted your voting instructions via telephone or the Internet. At any time prior to the Meeting, you may revoke your voting instructions by providing the Insurance Company with a properly executed written revocation of such voting instructions, properly executing later-dated voting instructions by a voting instruction card, telephone, or the Internet, or appearing and voting in person at the Meeting. Please respond promptly in order to save additional costs of proxy solicitation and to make sure you are represented.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Mark D. Nerud".

Mark D. Nerud  
Trustee, President, and Chief Executive Officer  
JNL Series Trust

**JNL VARIABLE FUND LLC**

**JNL/Mellon Capital JNL 5 Fund**

**1 Corporate Way  
Lansing, Michigan 48951  
(517) 381-5500**

**NOTICE OF SPECIAL MEETING OF MEMBERS  
TO BE HELD ON MARCH 15, 2019**

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To the Members:

NOTICE IS HEREBY GIVEN that a Special Meeting of Members of the JNL/Mellon Capital JNL 5 Fund (the “JNL 5 Fund” or the “Acquired Fund”), a series of JNL Variable Fund LLC (“VF LLC”) will be held on March 15, 2019, at 12:30 p.m., Eastern Time, at the offices of Jackson National Life Insurance Company, 1 Corporate Way, Lansing, Michigan 48951 (the “Meeting”).

The Meeting will be held to act on the following proposals:

1. To approve the Plan of Reorganization, adopted by VF LLC’s Board of Managers (the “VF LLC Board”), which provides for the reorganization of the JNL 5 Fund into the JNL/RAFI® Multi-Factor U.S. Equity Fund, a series of the JNL Series Trust.
2. To transact other business that may properly come before the Meeting or any adjournments thereof.

Please note that owners of variable life insurance policies or variable annuity contracts or certificates (the “Contract Owners”) issued by Jackson National Life Insurance Company or Jackson National Life Insurance Company of New York (each, an “Insurance Company”) who have invested in shares of the Acquired Fund through the investment divisions of a separate account or accounts of an Insurance Company (“Separate Account”) will be given the opportunity, to the extent required by law, to provide the applicable Insurance Company with voting instructions on the above proposals.

You should read the Proxy Statement and Prospectus attached to this notice prior to completing your proxy or voting instruction card. The record date for determining the number of shares outstanding, the members entitled to vote, and the Contract Owners entitled to provide voting instructions at the Meeting and any

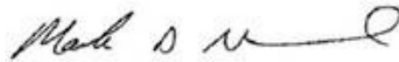
adjournments thereof has been fixed as the close of business on January 25, 2019. If you attend the Meeting, you may vote or give your voting instructions in person.

**YOUR VOTE IS IMPORTANT.**

**PLEASE RETURN YOUR PROXY CARD OR VOTING INSTRUCTION CARD PROMPTLY.**

Regardless of whether you plan to attend the Meeting, you should vote or give voting instructions by promptly completing, dating, signing, and returning the enclosed proxy or voting instruction card for the Acquired Fund in the enclosed postage-paid envelope. You also can vote or provide voting instructions through the Internet or by telephone using the 14-digit control number that appears on the enclosed proxy or voting instruction card and following the simple instructions. At any time prior to the Meeting, you may revoke your voting instructions by providing the Insurance Company with a properly executed written revocation of such voting instructions, properly executing later-dated voting instructions by a voting instruction card, telephone, or the Internet, or appearing and voting in person at the Meeting. If you are present at the Meeting, you may change your vote or voting instructions, if desired, at that time. The VF LLC Board recommends that you vote or provide voting instructions to vote FOR the proposals.

By order of the VF LLC Board,



Mark D. Nerud  
Manager, President, and Chief Executive Officer

February 4, 2019  
Lansing, Michigan

**JACKSON NATIONAL LIFE INSURANCE COMPANY  
JACKSON NATIONAL LIFE INSURANCE COMPANY OF NEW YORK**

**CONTRACT OWNER VOTING INSTRUCTIONS  
REGARDING A SPECIAL MEETING OF MEMBERS OF**

**JNL/MELLON CAPITAL JNL 5 FUND  
A SERIES OF JNL VARIABLE FUND LLC**

**TO BE HELD ON MARCH 15, 2019**

**DATED: FEBRUARY 4, 2019**

**GENERAL**

These Contract Owner voting instructions are being furnished by Jackson National Life Insurance Company (“Jackson National”), or Jackson National Life Insurance Company of New York (each, an “Insurance Company” and, together, the “Insurance Companies”), to owners of their variable life insurance policies or variable annuity contracts or certificates (the “Contracts”) (the “Contract Owners”) who, as of January 25, 2019 (the “Record Date”), had net premiums or contributions allocated to the investment divisions of their separate accounts (the “Separate Accounts”) that are invested in shares of the JNL/Mellon Capital JNL 5 Fund (the “JNL 5 Fund” or “Acquired Fund”), a series of JNL Variable Fund LLC (“VF LLC”).

VF LLC is organized as a Delaware limited liability company and is registered with the Securities and Exchange Commission (the “SEC”) as an open-end management investment company. Under Delaware law and the Amended and Restated Operating Agreement of VF LLC, the management of the business and affairs of VF LLC is the responsibility of the Board of Managers of VF LLC.

Each Insurance Company is required to offer Contract Owners the opportunity to instruct it, as the record owner of all of the shares of beneficial interest in the Acquired Fund (the “Shares”) held by its Separate Accounts, as to how it should vote on the reorganization proposal (the “Proposal”) to be considered at the Special Meeting of Members of the Acquired Fund referred to in the preceding Notice and at any adjournments (the “Meeting”). The enclosed Proxy Statement and Prospectus, which you should retain for future reference, concisely sets forth information about the Proposal involving the Acquired Fund and a series of the JNL Series Trust (“JNLST”) that a Contract Owner should know before completing the enclosed voting instruction card.

These Contract Owner voting instructions and the accompanying voting instruction card are being mailed to Contract Owners on or about February 14, 2019.

## **HOW TO INSTRUCT AN INSURANCE COMPANY**

To instruct an Insurance Company as to how to vote the Shares held in the investment divisions of its Separate Accounts, Contract Owners are asked to promptly complete their voting instructions on the enclosed voting instruction card(s) and sign, date, and mail the voting instruction card(s) in the accompanying postage-paid envelope. Contract Owners also may provide voting instructions by phone at 1-866-298-8476 or by Internet at our website at [www.proxy-direct.com](http://www.proxy-direct.com).

**If a voting instruction card is not marked to indicate voting instructions but is signed, dated, and returned, it will be treated as an instruction to vote the Shares in favor of the Proposal.**

The number of Shares held in the investment division of a Separate Account corresponding to the Acquired Fund for which a Contract Owner may provide voting instructions was determined as of the Record Date by dividing (i) a Contract's account value (minus any Contract indebtedness) allocable to that investment division by (ii) the net asset value of one Share of the Acquired Fund. At any time prior to an Insurance Company's voting at the Meeting, a Contract Owner may revoke his or her voting instructions with respect to that investment division by providing the Insurance Company with a properly executed written revocation of such voting instructions, properly executing later-dated voting instructions by a voting instruction card, telephone or the Internet, or appearing and voting in person at the Meeting.

## **HOW AN INSURANCE COMPANY WILL VOTE**

An Insurance Company will vote the Shares for which it receives timely voting instructions from Contract Owners in accordance with those instructions. Shares in each investment division of a Separate Account for which an Insurance Company receives a voting instruction card that is signed, dated, and timely returned but is not marked to indicate voting instructions will be treated as an instruction to vote the Shares in favor of the Proposal. Shares in each investment division of a Separate Account for which an Insurance Company receives no timely voting instructions from a Contract Owner, or that are attributable to amounts retained by an Insurance Company or its affiliate as surplus or seed money, will be voted by the applicable Insurance Company either for or against approval of the Proposal, or as an abstention, in the same proportion as the Shares for which Contract Owners (other than the Insurance Company) have provided voting instructions to the Insurance Company. Similarly, the Insurance



Companies and their affiliates will vote their own shares and will vote shares of the regulated investment companies (also known as “RICs”) that are held by the Fund of Funds whose shares are held by a Separate Account in the same proportion as voting instructions timely given by Contract Owners for those respective regulated investment companies. As a result of proportionate voting, a small number of Contract Owners could determine the outcome of the Proposal. Please see “Additional Information about the Funds – Tax Status” below for further information regarding regulated investment companies.

## **OTHER MATTERS**

The Insurance Companies are not aware of any matters, other than the Proposal, to be acted on at the Meeting. If any other matters come before the Meeting, an Insurance Company will vote the Shares upon such matters in its discretion. Voting instruction cards may be solicited by employees of Jackson National or its affiliates as well as officers and agents of VF LLC. The principal solicitation will be by mail, but voting instructions may also be solicited by telephone, personal interview, the Internet, or other permissible means.

The Meeting may be adjourned whether or not a quorum is present by the chairperson of the Meeting from time to time to reconvene at the same or some other place as determined by the chairperson of the Meeting for any reason, including failure of the Proposal to receive sufficient votes for approval. No member vote shall be required for any adjournment. No notice need be given that the Meeting has been adjourned other than by announcement at the Meeting. Any business that might have been transacted at the original Meeting may be transacted at any adjourned Meeting.

It is important that your Contract be represented. Please promptly mark your voting instructions on the enclosed voting instruction card; then sign, date, and mail the voting instruction card in the accompanying postage-paid envelope. You may also provide your voting instructions by telephone at 1-866-298-8476 or by Internet at our website at [www.proxy-direct.com](http://www.proxy-direct.com).

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**PROXY STATEMENT**

**for**

**JNL/Mellon Capital JNL 5 Fund, a series of JNL Variable Fund LLC**

**and**

**PROSPECTUS**

**for**

**JNL/RAFI® Multi-Factor U.S. Equity Fund, a series of JNL Series Trust**

**Dated**

**February 4, 2019**

**1 Corporate Way  
Lansing, Michigan 48951  
(517) 381-5500**

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This Proxy Statement and Prospectus (the “Proxy Statement/Prospectus”) is being furnished to owners of variable life insurance policies or variable annuity contracts or certificates (the “Contracts”) (the “Contract Owners”) issued by Jackson National Life Insurance Company (“Jackson National”) or Jackson National Life Insurance Company of New York (each, an “Insurance Company” and together, the “Insurance Companies”) who, as of January 25, 2019, had net premiums or contributions allocated to the investment divisions of an Insurance Company’s separate accounts (the “Separate Accounts”) that are invested in shares of beneficial interest in the JNL/Mellon Capital JNL 5 Fund (the “JNL 5 Fund” or the “Acquired Fund”), a series of JNL Variable Fund LLC (“VF LLC”), an open-end management investment company registered with the Securities and Exchange Commission (“SEC”). The purpose of this Proxy Statement/Prospectus is for members of the JNL 5 Fund to vote on a Plan of Reorganization, adopted by VF LLC’s Board of Managers (the “VF LLC Board”), which provides for the reorganization of the JNL 5 Fund into the JNL/RAFI® Multi-Factor U.S. Equity Fund (the “U.S. Equity Fund” or the “Acquiring Fund”), a series of JNL Series Trust (“JNLST”).

This Proxy Statement/Prospectus also is being furnished to the Insurance Companies as the record owners of shares and to other members that were invested in the Acquired Fund as of January 25, 2019. Contract Owners are being provided the opportunity to instruct the applicable Insurance Company to approve

or disapprove the proposal contained in this Proxy Statement/Prospectus in connection with the solicitation by the VF LLC Board of proxies to be used at the Special Meeting of Members of the Acquired Fund to be held at 1 Corporate Way, Lansing, Michigan 48951, on March 15, 2019, at 12:30 p.m., Eastern Time, or any adjournment or adjournments thereof (the “Meeting”).

**THE SEC HAS NOT APPROVED OR DISAPPROVED THE SECURITIES DESCRIBED IN THIS PROXY STATEMENT/PROSPECTUS OR DETERMINED IF THIS PROXY STATEMENT/PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.**

The proposal described in this Proxy Statement/Prospectus is as follows:

<b>Proposal</b>	<b>Members Entitled to Vote on the Proposal</b>
1. To approve the Plan of Reorganization, adopted by the VF LLC Board, which provides for the reorganization of the JNL 5 Fund into the U.S. Equity Fund.	Members of the JNL 5 Fund

The reorganization referred to in the above proposal is referred to herein as the “Reorganization.”

This Proxy Statement/Prospectus, which you should retain for future reference, contains important information regarding the proposal that you should know before voting or providing voting instructions. Additional information about JNLST has been filed with the SEC and is available upon oral or written request without charge. This Proxy Statement/Prospectus is being provided to the Insurance Companies and mailed to Contract Owners on or about February 14, 2019. It is expected that one or more representatives of each Insurance Company will attend the Meeting in person or by proxy and will vote shares held by the Insurance Company in accordance with voting instructions received from its Contract Owners and in accordance with voting procedures established by VF LLC.

The following documents have been filed with the SEC and are incorporated by reference into this Proxy Statement/Prospectus:

1. The Prospectus and Statement of Additional Information of VF LLC, each dated April 30, 2018, as supplemented, with respect to the Acquired Fund (File Nos. 333-68105 and 811-09121);
2. The Annual Report to Members of VF LLC with respect to the Acquired Fund for the fiscal year ended December 31, 2017 (File Nos. 333-68105 and 811-09121);
3. The Semi-Annual Report to Members of VF LLC with respect to the Acquired Fund for the period ended June 30, 2018 (File Nos. 333-68105 and 811-09121);
4. The Statement of Additional Information dated February 4, 2019, relating to the Reorganization (File No. 333-228944).

Because the U.S. Equity Fund has not yet commenced operations as of the date of this Proxy Statement/Prospectus, no financial statements or annual or semi-annual reports for the U.S. Equity Fund are available.

For a free copy of any of the above documents, please call or write to the phone numbers or address below.

**Contract Owners can learn more about the Acquired Fund and the Acquiring Fund in any of the documents incorporated into this proxy statement/prospectus, including the Annual Report and Semi-Annual Report listed above, which have been furnished to Contract Owners. Contract Owners may request a copy thereof, without charge, by calling 1-800-644-4565 (Jackson Service Center) or 1-800-599-5651 (Jackson NY Service Center), by writing the JNL Series Trust, P.O. Box 30314, Lansing, Michigan 48909-7814, or by visiting [www.jackson.com](http://www.jackson.com).**

JNLST is subject to the informational requirements of the Securities Act of 1933, as amended (the “1933 Act”), the Securities Exchange Act of 1934, as amended, and the Investment Company Act of 1940, as amended (the “1940 Act”). Accordingly, it must file certain reports and other information with the SEC. You can copy and review proxy materials, reports, and other information about JNLST at the SEC’s Public Reference Room at 100 F Street, N.E., Washington, DC. You may obtain information on the operation of the Public Reference Room by calling the SEC at (202) 551-8090. Proxy materials, reports, and other information about JNLST are available on the EDGAR Database on the SEC’s Internet site at <http://www.sec.gov>. You may obtain copies of this information, after paying a duplicating fee, by electronic request at the following E-mail address: [publicinfo@sec.gov](mailto:publicinfo@sec.gov), or by writing the SEC’s Public Reference Section, SEC Office of Consumer Affairs and Information Services, 100 F Street, N.E., Washington, DC 20549-1520.

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## SUMMARY

You should read this entire Proxy Statement/Prospectus carefully. For additional information, you should consult the Plan of Reorganization, a copy of which is attached hereto as Appendix A.

### The Proposed Reorganization

The proposed Reorganization is as follows:

<b>Proposal</b>	<b>Members Entitled to Vote on the Proposal</b>
1. To approve the Plan of Reorganization, adopted by VF LLC's Board, which provides for the Reorganization of the JNL 5 Fund into the U.S. Equity Fund.	Members of the JNL 5 Fund

This Proxy Statement/Prospectus is soliciting members with amounts invested in the Acquired Fund as of January 25, 2019, to approve the Plan of Reorganization, whereby the Acquired Fund will be reorganized into the Acquiring Fund. (The Acquired Fund and Acquiring Fund are each sometimes referred to herein as a "Fund" and collectively, the "Funds.")

The Acquired Fund has two share classes, designated Class A and Class I shares ("Acquired Fund Shares"). The Acquiring Fund also has two share classes, Class A and Class I shares ("Acquiring Fund Shares").

The Plan of Reorganization provides for:

- the transfer of all of the assets of the Acquired Fund to the Acquiring Fund in exchange for Acquiring Fund Shares having an aggregate net asset value equal to the Acquired Fund's net assets;
- the Acquiring Fund's assumption of all the liabilities of the Acquired Fund;
- the distribution to the members (for the benefit of the Separate Accounts, as applicable, and thus the Contract Owners) of those Acquiring Fund Shares; and
- the complete termination of the Acquired Fund.

A comparison of the investment objective(s), principal investment policies and strategies, and principal risks of the Acquired Fund and the Acquiring Fund is included in the “Comparison of Investment Objectives and Principal Investment Strategies,” “Comparison of Principal Risk Factors,” and “Comparison of Fundamental Policies” sections below. The Funds have identical distribution procedures, purchase procedures, exchange rights, and redemption procedures, which are discussed in “Additional Information about the Funds” below. Each Fund offers its shares to Separate Accounts and certain other eligible investors. Shares of each Fund are offered and redeemed at their net asset value without any sales load. You will not incur any sales loads or similar transaction charges as a result of the Reorganization.

The Reorganization is expected to be effective as of the close of business on June 21, 2019, or on such later date as may be deemed necessary in the judgment of the VF LLC Board or the JNLST Board of Trustees (the “JNLST Board”) in accordance with the Plan of Reorganization (the “Closing Date”). As a result of the Reorganization, a member invested in Acquired Fund Shares would become an owner of shares of the Acquiring Fund. Such member would hold, immediately after the Closing Date, shares of the Acquiring Fund having an aggregate net asset value equal to the aggregate net asset value of the Acquired Fund Shares that were held by the member as of the Closing Date. Similarly, each Contract Owner whose Contract values are invested indirectly in shares of the Acquired Fund through the Investment Divisions of a Separate Account would become indirectly invested in shares of the Acquiring Fund through the Investment Divisions of a Separate Account. The Contract value of each such Contract Owner would be invested indirectly through the Investment Divisions of a Separate Account, immediately after the Closing Date, in shares of the Acquiring Fund having an aggregate net asset value equal to the aggregate net asset value of the Acquired Fund Shares in which the Contract Owner invested indirectly through the Investment Divisions of a Separate Account as of the Closing Date. It is expected that there will be no adverse tax consequences to Contract Owners as a result of the Reorganization. Please see “Additional Information about the Reorganization – Federal Income Tax Consequences of the Reorganization” below for further information.

The VF LLC Board unanimously approved the Plan of Reorganization with respect to the JNL 5 Fund. Accordingly, the VF LLC Board is submitting the Plan of Reorganization for approval by the Acquired Fund’s members. In considering whether to approve the proposal (“Proposal”), you should review the Proposal for the Acquired Fund in which you were invested on the Record Date (as defined under “Voting Information”). In addition, you should review the information in this Proxy Statement/Prospectus that relates to the Proposal and

the Plan of Reorganization generally. **The VF LLC Board recommends that you vote “FOR” the Proposal to approve the Plan of Reorganization.**

**PROPOSAL: APPROVAL OF THE PLAN OF REORGANIZATION WITH RESPECT TO THE REORGANIZATION OF THE JNL 5 FUND INTO THE U.S. EQUITY FUND.**

This Proposal requests the approval of JNL 5 Fund members of the Plan of Reorganization pursuant to which the JNL 5 Fund will be reorganized into the U.S. Equity Fund.

In considering whether you should approve this Proposal, you should note that:

- The Funds have different investment objectives. The investment objective of the JNL 5 Fund is total return through capital appreciation and dividend income, while the investment objective of the U.S. Equity Fund is to match the performance of the RAFI<sup>®</sup> Multi-Factor U.S. Index (the “Index”). For a detailed comparison of each Fund’s investment policies and strategies, see “Comparison of Investment Objectives and Principal Investment Strategies” below and Appendix B.
- The Funds have different principal investment strategies. The JNL 5 Fund seeks to achieve its objective by investing in the securities that are identified by a model based on 5 different specialized strategies: 20% in the Dow<sup>SM</sup> 10 Strategy, a dividend yielding strategy; 20% in the S&P<sup>®</sup> 10 Strategy, a blended valuation-momentum strategy; 20% in the Global 15 Strategy, a dividend yielding strategy; 20% in the 25 Strategy, a dividend yielding strategy; and 20% in the Select Small-Cap Strategy, a small capitalization strategy. The U.S. Equity Fund seeks to achieve its investment objective by investing under normal circumstances at least 80% of its assets (net assets plus the amount of any borrowings made for investment purposes) in the component securities (“Component Securities”) of the Index. The U.S. Equity Fund may invest the remainder of its assets in cash, securities, and instruments that are not Component Securities but which Mellon Investments Corporation (“Mellon”), the Fund’s sub-adviser, believes will help the U.S. Equity Fund track the Index. For a detailed comparison of each Fund’s investment policies and strategies, see “Comparison of Investment Objectives and Principal Investment Strategies” below and Appendix B.
- The Funds have similar fundamental policies. The U.S. Equity Fund lists three fundamental policies that are not listed for the JNL 5 Fund: (1) the U.S. Equity Fund may not invest more than 25% of the value of its assets

in any particular industry (other than U.S. Government securities and/or foreign sovereign debt securities); (2) the U.S. Equity Fund may not purchase or sell physical commodities other than foreign currencies unless acquired as a result of ownership of securities; and (3) the U.S. Equity Fund may not invest more than 15% of its net assets in illiquid securities. While the JNL 5 Fund does not have the same fundamental policy regarding investments in illiquid securities, the JNL 5 Fund also may only invest up to 15% of its net assets in securities that are illiquid due to regulatory guidelines. The JNL 5 Fund also lists three fundamental policies that are not listed for the U.S. Equity Fund: (1) the JNL 5 Fund may not issue senior securities; (2) the JNL 5 Fund may invest in repurchase agreements and warrants and engage in futures and options transactions and securities lending; and (3) the JNL 5 Fund is a “non-diversified” fund, whereas the U.S. Equity Fund is “diversified” fund. A non-diversified fund may invest in a limited number of issuers. Under a definition provided by the Investment Company Act of 1940, as amended (the “1940 Act”), a non-diversified fund may invest in fewer securities, or in larger proportions of the securities of single companies or industries. If these securities were to decline in value, there could be a substantial loss of the investment. In addition, because of the investment strategies of a non-diversified fund, the fund may hold a smaller number of issuers than if it were “diversified.” There is increased risk in investing in a smaller number of different issuers than there is in investing in a larger number of issuers since changes in the financial condition or market status of a single issuer may cause greater fluctuation in a non-diversified portfolio with respect to total return and share price. Furthermore, the JNL 5 Fund has a more restrictive fundamental investment policy with respect to borrowing money. For a detailed comparison of each Fund’s fundamental investment policies, see “Comparison of Fundamental Policies” below.

- While there are some similarities in the risk profiles of the Funds, there are also some differences of which you should be aware. Each Fund’s principal risks include derivatives risk, equity securities risk, exchange-traded funds investing risk, foreign regulatory risk, limited management, trading cost and rebalance risk, market risk, passive investment risk, and small-capitalization investing risk. The JNL 5 Fund, however, also is subject to financial services risk, foreign securities risk, forward and futures contract risk, non-diversification risk, and portfolio turnover risk, while these generally are not principal risks for the U.S. Equity Fund. In addition, the principal risks of investing in the U.S. Equity Fund include index investing risk, license termination risk, and tracking error risk, which are not principal risks of investing in the JNL 5 Fund. For a

detailed comparison of each Fund's risks, see both "Comparison of Principal Risk Factors" below and Appendix B.

- Jackson National Asset Management, LLC ("JNAM" or the "Adviser") serves as the investment adviser and administrator for each of the Funds and would continue to manage and administer the U.S. Equity Fund after the Reorganization. JNAM has received an exemptive order from the SEC that generally permits JNAM, with approval from VF LLC's Board of Managers or JNLST's Board of Trustees, as applicable, to appoint, dismiss, and replace each Fund's unaffiliated sub-adviser(s) and to amend the advisory agreements between JNAM and the unaffiliated sub-advisers without obtaining member or shareholder approval. However, any amendment to an advisory agreement between JNAM and VF LLC or JNLST, as applicable, that would result in an increase in the management fee rate specified in that agreement (*i.e.*, the aggregate management fee) charged to a Fund will be submitted to members or shareholders, respectively, for approval. Mellon serves as the sub-adviser for the JNL 5 Fund and the U.S. Equity Fund. It is anticipated that Mellon will continue to sub-advise the U.S. Equity Fund after the Reorganization. For a detailed description of the Adviser and Mellon, please see "Additional Information about the Acquiring Fund - The Adviser" and "Additional Information about the Acquiring Fund - The Sub-Adviser" below.
- The JNL 5 Fund had net assets of approximately \$2,920.94 million as of December 31, 2018. Because the U.S. Equity Fund was not yet in operation, the Fund did not have any assets as of December 31, 2018. Thus, if the Reorganization had been in effect on that date, the combined Fund (the "Combined Fund") would have had net assets of approximately \$2,920.94 million. The net asset information presented as of December 31, 2018 for the JNL 5 Fund has not been audited by KPMG LLP, an independent registered public accounting firm. The JNL 5 Fund's audited net assets will be available in the VF LLC's Annual Report to members for the year ended December 31, 2018.
- Class A members of the JNL 5 Fund will receive Class A shares of the U.S. Equity Fund, and Class I members of the JNL 5 Fund will receive Class I shares of the U.S. Equity Fund, pursuant to the Reorganization. Members will not pay any sales charges in connection with the Reorganization. Please see "Comparative Fee and Expense Tables," "Additional Information about the Reorganization" and "Additional Information about the Acquiring Fund" below for more information.

- Following the Reorganization, the management fee for the U.S. Equity Fund will be the same as the JNL 5 Fund currently, but the total annual fund operating expense ratio for the U.S. Equity Fund will be higher than that of the JNL 5 Fund currently. For a more detailed comparison of the fees and expenses of the Funds, please see “Comparative Fee and Expense Tables” and “Additional Information about the Funds” below.
- The maximum management fee for the JNL 5 Fund and the U.S. Equity Fund is equal to an annual rate of 0.24% and 0.18%, respectively, of average daily net assets, respectively. As of December 31, 2018, the actual management fees of the JNL 5 Fund was 0.17%. The U.S. Equity Fund did not pay any fees over the period because it was not in operations. In addition, each the JNL 5 Fund and the U.S. Equity Fund pays an administrative fee to JNAM at the rate of 0.15% of its average daily net assets. For a more detailed description of the fees and expenses of the Funds, please see “Comparative Fee and Expense Tables” and “Additional Information about the Funds” below.
- Following the Reorganization, the Combined Fund will be managed in accordance with the investment objective, policies and strategies of the U.S. Equity Fund. It is currently anticipated that the JNL 5 Fund’s holdings will be transferred to the U.S. Equity Fund in connection with the Reorganization. It is not expected that the U.S. Equity Fund will revise any of its investment policies following the Reorganization to reflect those of the JNL 5 Fund.
- The costs and expenses associated with the Reorganization relating to the solicitation of proxies, including preparing, filing, printing, and mailing of the proxy statement and related disclosure documents, and the related legal fees, including the legal fees incurred in connection with the analysis under the Internal Revenue Code of 1986, as amended (the “Code”) of the tax treatment of this transaction, and the costs associated with the preparation of the tax opinion and obtaining a consent of independent registered public accounting firm will all be borne by JNAM, and no sales or other charges will be imposed on Contract Owners in connection with this Reorganization. The Reorganization is not expected to be a taxable event for federal income tax purposes for Contract Owners. The Reorganization is more likely than not expected to be a tax-free reorganization under Section 368(a)(1) of the Code for the Funds and is not expected to result in any material adverse federal income tax consequences to members of the JNL 5 Fund. The JNL 5 Fund will bear transaction expenses, which typically include, but are not limited to, trade commissions, related fees and taxes, and any foreign

exchange spread costs, where applicable (the “Transaction Costs”), associated with the Reorganization. Such Transaction Costs are estimated to be \$1,111,436. Please see “Additional Information about the Reorganization” below for more information.

## Comparative Fee and Expense Tables

The following tables show the current fees and expenses of each Fund and the estimated *pro forma* fees and expenses of Class A and Class I shares of the Acquiring Fund after giving effect to the proposed Reorganization. The fee and expense information is presented as of December 31, 2018. Because the U.S. Equity Fund has not yet commenced operations, the fees and expenses for the U.S. Equity Fund are based on estimated amounts for the current fiscal year ended December 31, 2018. The tables below do not reflect any fees and expenses related to the Contracts, which would increase overall fees and expenses. See a Contract prospectus for a description of those fees and expenses.

### Annual Fund Operating Expenses *(expenses that you pay each year as a percentage of the value of your investment)*

	Acquired Fund: JNL 5 Fund		Acquiring Fund: U.S. Equity Fund		Pro Forma U.S. Equity Fund (assuming expected operating expenses if the Reorganization is approved)	
	Class A	Class I	Class A	Class I	Class A	Class I
Management Fee	0.17%	0.17%	0.17%	0.17%	0.17%	0.17%
Distribution and/or Service (12b-1) Fees	0.30%	0.00%	0.30%	0.00%	0.30%	0.00%
Other Expenses <sup>1,2</sup>	0.16%	0.16%	0.19%	0.19%	0.19%	0.19%
Total Annual Fund Operating Expenses <sup>3</sup>	0.63%	0.33%	0.66%	0.36%	0.66%	0.36%

<sup>1</sup> “Other Expenses” include an Administrative Fee of 0.15% for both Funds, which is payable to JNAM.

<sup>2</sup> “Other Expenses” for the U.S. Equity Fund are based on estimated amounts for the current fiscal year.

<sup>3</sup> Expense information has been restated to reflect current fees.

## Expense Examples

This example is intended to help you compare the costs of investing in the Funds with the cost of investing in other mutual funds. This example does not reflect fees and expenses related to the Contracts, and the total expenses would be higher if they were included. The example assumes that:

- You invest \$10,000 in a Fund for the time periods indicated;
- Your investment has a 5% annual return;
- The Fund’s operating expenses remain the same as they were as of December 31, 2018; and
- You redeem your investment at the end of each time period.
- Although your actual costs may be higher or lower, based on these assumptions your costs would be:

	1 Year	3 Years	5 Years	10 Years
<b>JNL 5 Fund (Acquired Fund)</b>				
Class A	\$64	\$202	\$351	\$786
Class I	\$34	\$106	\$185	\$418
<b>U.S. Equity Fund (Acquiring Fund)</b>				
Class A	\$67	\$211	N/A	N/A
Class I	\$37	\$116	N/A	N/A
<b>Pro Forma U.S. Equity Fund</b> (assuming expected operating expenses if the Reorganization is approved)				
Class A	\$67	\$211	N/A	N/A
Class I	\$37	\$116	N/A	N/A

### Portfolio Turnover

Each Fund pays transaction costs, such as commissions, when it buys and sells securities (or “turns over” its portfolio). A higher portfolio turnover rate may indicate higher transaction costs. These costs, which are not reflected in Annual Fund Operating Expenses or in the Expense Examples, affect a Fund’s performance. For the fiscal year ended December 31, 2018, the unaudited portfolio turnover rate for the JNL 5 Fund was 60% of the average value of the portfolio. The audited portfolio turnover rate for the JNL 5 Fund will be available in the VF LLC’s Annual Report to members for the year ended December 31, 2018. Because the U.S. Equity Fund has not yet commenced operations, the U.S. Equity Fund does not have a portfolio turnover rate to report for the prior fiscal year.

### Comparison of Investment Adviser and Sub-Adviser

The following table compares the investment adviser and sub-adviser of the JNL 5 Fund with that of the U.S. Equity Fund.



<b>Acquired Fund</b>	<b>Acquiring Fund</b>
<b>JNL 5 Fund</b>	<b>U.S. Equity Fund</b>
<i>Investment Adviser</i> Jackson National Asset Management, LLC	<i>Investment Adviser</i> Jackson National Asset Management, LLC
<i>Investment Sub-Adviser</i> Mellon Investments Corporation	<i>Investment Sub-Adviser</i> Mellon Investments Corporation

### **Comparison of Investment Objectives and Principal Investment Strategies**

The following table compares the investment objectives and principal investment policies and strategies of the JNL 5 Fund with those of the U.S. Equity Fund. The Funds have different investment objectives and also have different investment strategies in seeking to achieve those objectives. The investment objective of the JNL 5 Fund is total return through capital appreciation and dividend income, while the investment objective of the U.S. Equity Fund is to match the performance of the RAFI® Multi-Factor U.S. Index (the “Index”). The JNL 5 Fund seeks to achieve its objective by investing in the securities that are identified by a model based on 5 different specialized strategies: 20% in the Dow<sup>SM</sup> 10 Strategy, a dividend yielding strategy; 20% in the S&P® 10 Strategy, a blended valuation-momentum strategy; 20% in the Global 15 Strategy, a dividend yielding strategy; 20% in the 25 Strategy, a dividend yielding strategy; and 20% in the Select Small-Cap Strategy, a small capitalization strategy. The U.S. Equity Fund seeks to achieve its investment objective by investing under normal circumstances at least 80% of its assets (net assets plus the amount of any borrowings made for investment purposes) in the component securities (“Component Securities”) of the Index. The U.S. Equity Fund may invest the remainder of its assets in cash, securities, and instruments that are not Component Securities but which Mellon, the Fund’s sub-adviser, believes will help the Fund track the Index. A Board of Trustees or Board of Managers, as applicable, may change the investment objective of a Fund without a vote of the Fund’s shareholders or members, as applicable. For more detailed information about each Fund’s investment strategies and risks, see below and Appendix B.

<b>Acquired Fund</b>	<b>Acquiring Fund</b>
<b>JNL 5 Fund</b>	<b>U.S. Equity Fund</b>
<p><i>Investment Objective</i></p> <p>The investment objective of the Fund is total return through capital appreciation and dividend income.</p>	<p><i>Investment Objective</i></p> <p>The investment objective of the Fund is to match the performance of the RAFI® Multi-Factor U.S. Index.</p>
<p><i>Principal Investment Strategies</i></p> <p>The Fund seeks to achieve its objective by investing in the securities that are identified by a model based on 5 different specialized strategies:</p> <ul style="list-style-type: none"> <li>• 20% in the Dow<sup>SM</sup> 10 Strategy, a dividend yielding strategy;</li> <li>• 20% in the S&amp;P<sup>®</sup> 10 Strategy, a blended valuation-momentum strategy;</li> <li>• 20% in the Global 15 Strategy, a dividend yielding strategy;</li> <li>• 20% in the 25 Strategy, a dividend yielding strategy; and</li> <li>• 20% in the Select Small-Cap Strategy, a small capitalization strategy.</li> </ul> <p>Each of these strategies above is the same as the principal investment strategy of the similarly named strategy described in the statutory prospectus. The Dow<sup>SM</sup> 10 Strategy invests in the ten securities included in the Dow Jones Industrial Average which have the highest indicated annual dividend yields. The S&amp;P<sup>®</sup></p>	<p><i>Principal Investment Strategies</i></p> <p>No corresponding strategy.</p>

<b>Acquired Fund</b>	<b>Acquiring Fund</b>
<b>JNL 5 Fund</b>	<b>U.S. Equity Fund</b>
<p>10 Strategy invests in the ten securities selected from a pre-screened subset of the securities listed in the S&amp;P 500® Index. The Global 15 Strategy invests in the securities of certain dividend-paying companies which are components of the Dow Jones Industrial Average, the Financial Times Ordinary Index and the Hang Seng Index. The 25 Strategy invests in the securities of 25 dividend-paying companies selected from a subset of the securities listed on the New York Stock Exchange. The Select Small-Cap Strategy invests in a portfolio of securities of 100 small capitalization companies selected from a pre-screened subset of the securities listed on the New York Stock Exchange or The Nasdaq Stock Market. Mellon Investments Corporation (“Sub-Adviser”) will choose only one share class of a security to be represented in each of the 5 listed strategies of the Fund if the specific stock selection model selects multiple shares classes of the same security.</p>	
<p>No corresponding strategy.</p>	<p>The Fund seeks to achieve its investment objective by investing under normal circumstances at least 80% of its assets (net assets plus the amount of any borrowings made for investment purposes) in the component securities (“Component Securities”) of the RAFI Multi-</p>

<b>Acquired Fund</b>	<b>Acquiring Fund</b>
<b>JNL 5 Fund</b>	<b>U.S. Equity Fund</b>
	<p data-bbox="522 268 928 906">Factor U.S. Index (the “Index”). The Fund may invest the remainder of its assets in cash, securities, and instruments that are not Component Securities but which Mellon Investments Corporation, the Fund’s sub-adviser (“Sub-Adviser”), believes will help the Fund track its Index. The Index is designed to provide long-only exposure to multiple equity factors that seek to produce attractive long-term returns, and which may lower risk compared to less diversified strategies. The Fund attempts to replicate the Index by investing all or substantially all of its assets in the stocks that make up the Index. Indexing may offer a cost-effective investment approach to gaining diversified market exposure over the long-term.</p> <p data-bbox="522 944 928 1248">The Index is constructed by RAFI Indices, LLC (the “Index Provider”). The Index Provider uses a rules-based approach to construct five factor portfolios within the Index. The Index equally weights each of the factor portfolios into a combined portfolio of stocks that are weighted by their fundamental size (e.g., earnings, revenues, book value).</p> <p data-bbox="522 1286 928 1423">The Index consists of five “factor portfolios,” each of which emphasizes one of the following factors: value, low volatility, quality, momentum, and size.</p>

Acquired Fund	Acquiring Fund
JNL 5 Fund	U.S. Equity Fund
	<ul style="list-style-type: none"> <li>• The value factor emphasizes companies with high ratio of company fundamental weight to its market capitalization weight.</li> <li>• The low volatility factor emphasizes companies with low risk measure calculated as the variance of a company's daily excess return over five years explained by global, local country groups, and global industry excess returns.</li> <li>• The quality factor emphasizes companies that are high in profitability and low in investment spending.</li> <li>• The momentum factor emphasizes stocks with high momentum.</li> <li>• The size factor is the equal weight of the small company portions, based on a company's fundamental weight, of the other four factors. A company's fundamental weight may be adjusted by a "free float factor," which is the ratio of the total market capitalization of the shares of the company in free float to the total market capitalization of the company</li> </ul>

<b>Acquired Fund</b>	<b>Acquiring Fund</b>
<b>JNL 5 Fund</b>	<b>U.S. Equity Fund</b>
	For the value, low volatility, and quality “factor portfolios,” eligible securities are ranked by their factor score, and the top 25% of companies by fundamental weight are selected for inclusion within that “factor portfolio.” For the momentum “factor portfolio,” eligible securities are ranked by their momentum score and the top 50% of companies by fundamental weight are selected for inclusion.
The securities for each strategy are selected only once annually on each Security Selection Date. The Security Selection Date will be on or about January 1 of each year.	No corresponding strategy.
The Sub-Adviser generally uses a buy and hold strategy, trading only around each Security Selection Date, when cash flow activity occurs, and for dividend reinvestment. The Sub-Adviser may also trade for mergers if the original security is not from the surviving company.	No corresponding strategy.
The Fund may invest in a combination of exchange-traded funds (“ETFs”) to assist with fund re-balances and to meet redemption or purchase requests.	The Fund may also invest in exchange-traded funds (“ETFs”) to assist with index rebalances and to meet redemption or purchase requests. The Fund’s holdings are rebalanced on a regular basis to reflect changes in the composition of the Index.

<b>Acquired Fund</b>	<b>Acquiring Fund</b>
<b>JNL 5 Fund</b>	<b>U.S. Equity Fund</b>
<p>The Fund may invest in financial futures, a type of derivative, to obtain market exposure consistent with the Fund's investment objective and strategies, to provide liquidity for cash flows, to hedge dividend accruals or for other purposes that facilitate meeting the Fund's objective. In addition, the Fund may use foreign currency forward contracts, a type of derivative, to maintain appropriate currency exposures.</p>	<p>No corresponding strategy.</p>
<p>The Fund is “non-diversified” under the 1940 Act, as defined in the Investment Company Act of 1940, as amended (the “1940 Act”), and may invest more of its assets in fewer issuers than “diversified” mutual funds.</p>	<p>No corresponding strategy.</p>
<p>No corresponding strategy.</p>	<p>The Index is reconstituted on an annual basis and rebalanced on a quarterly basis. As of September 30, 2018, the Index consisted of 871 Component Securities. The Index allocates an equal weight to each factor at each quarterly rebalance. Each factor (other than momentum) is reconstituted annually on the last business day of March and rebalanced on a quarterly staggered basis on the last business day of March, June, and September and the third Friday of December. This staggered rebalancing is intended to diversify risk and decrease market</p>

Acquired Fund	Acquiring Fund
JNL 5 Fund	U.S. Equity Fund
	<p>impact. The momentum factor, unlike the other factors, is reconstituted and fully rebalanced quarterly.</p> <p>The Sub-Adviser uses a “passive” or “indexing” approach to try to achieve the Fund’s investment objective. The Fund does not employ traditional methods of active investment management, which involves the buying and selling of securities based upon security analysis.</p>
No corresponding strategy.	The Fund may invest, without limitation, in U.S. equity and equity-related securities, including common and preferred securities. The Fund may also invest in derivative instruments, such as options, futures contracts or swap agreements.

### **Comparison of Principal Risk Factors**

While there are some similarities in the risk profiles of the Funds, there are also some differences of which you should be aware. Each Fund’s principal risks include derivatives risk, equity securities risk, exchange-traded funds investing risk, foreign regulatory risk, limited management, trading cost and rebalance risk, market risk, passive investment risk, and small-capitalization investing risk. However, the JNL 5 Fund is also subject to financial services risk, foreign securities risk, forward and futures contract risk, non-diversification risk, and portfolio turnover risk, which are not principal risks of investing in the U.S. Equity Fund. In addition, the principal risks of investing in the U.S. Equity Fund include index investing risk, license termination risk, and tracking error risk, which are not principal risks of investing in the JNL 5 Fund. For a detailed comparison of each Fund’s risks, see both “Comparison of Principal Risk Factors” below and Appendix B.



An investment in a Fund is not guaranteed. As with any mutual fund, the value of a Fund's shares will change, and an investor could lose money by investing in a Fund. The following table compares the principal risks of an investment in each Fund. For additional information about each principal risk and other applicable risks, see Appendix B.

	<b>Acquired Fund</b>	<b>Acquiring Fund</b>
<b>Risks</b>	<b>JNL 5 Fund</b>	<b>U.S. Equity Fund</b>
Derivatives risk	X	X
Equity securities risk	X	X
Exchange-traded funds investing risk	X	X
Financial services risk	X	
Foreign regulatory risk	X	X
Foreign securities risk	X	
Forward and futures contract risk	X	
Index investing risk		X
License termination risk		X
Limited management, trading cost and rebalance risk	X	X
Market risk	X	X
Non-diversification risk	X	

	<b>Acquired Fund</b>	<b>Acquiring Fund</b>
<b>Risks</b>	<b>JNL 5 Fund</b>	<b>U.S. Equity Fund</b>
Passive investment risk	X	X
Portfolio turnover risk	X	
Small-capitalization investing risk	X	X
Tracking error risk		X

### **Comparison of Fundamental Policies**

Each Fund is subject to certain fundamental policies and restrictions that may not be changed without member or shareholder approval. The following table compares the fundamental policies of the U.S. Equity Fund with those of the JNL 5 Fund.

<b>Acquired Fund</b>	<b>Acquiring Fund</b>
<b>JNL 5 Fund</b>	<b>U.S. Equity Fund</b>
(1) The Fund may not issue senior securities.	No corresponding fundamental restriction.
(2) The Fund will not borrow money, except for temporary or emergency purposes, from banks. The aggregate amount borrowed shall not exceed 25% of the value of a Fund's assets. In the case of any borrowing, a Fund may pledge, mortgage or hypothecate up to 15% of its assets.	The Fund may not borrow money, except to the extent permitted by the 1940 Act, the rules and regulations thereunder, and any applicable exemptive relief.

<b>Acquired Fund</b>	<b>Acquiring Fund</b>
<b>JNL 5 Fund</b>	<b>U.S. Equity Fund</b>
(3) The Fund will not underwrite the securities of other issuers except to the extent the Fund may be considered an underwriter under the Securities Act of 1933, as amended, when selling portfolio securities.	The Fund may not act as an underwriter of securities issued by others, except to the extent that the Fund may be deemed an underwriter in connection with the disposition of portfolio securities of the Fund.
(4) The Fund will not purchase or sell real estate or interests therein.	The Fund may not invest directly in real estate or interests in real estate; however, the Fund may own debt or equity securities issued by companies engaged in those businesses.
(5) The Fund will not lend any security or make any other loan if, as a result, more than 33 1/3% of the Fund's total assets would be lent to other parties (but this limitation does not apply to purchases of commercial paper, debt securities or repurchase agreements).	The Fund may not lend any security or make any other loan if, as a result, more than 33 1/3% of the Fund's total assets would be lent to other parties (but this limitation does not apply to purchases of commercial paper, debt securities or repurchase agreements).
(6) The Fund may invest in repurchase agreements and warrants and engage in futures and options transactions and securities lending.	No corresponding fundamental restriction.
(7) The Fund is not a "diversified company," as that term is defined in the 1940 Act.	The Fund shall be a "diversified company," as such term is defined under the 1940 Act.

<b>Acquired Fund</b>	<b>Acquiring Fund</b>
<b>JNL 5 Fund</b>	<b>U.S. Equity Fund</b>
(8) No corresponding fundamental restriction.	The Fund may not invest more than 25% of the value of its assets in any particular industry (other than U.S. Government securities and/or foreign sovereign debt securities).
(9) No corresponding fundamental restriction.	The Fund may not purchase or sell physical commodities other than foreign currencies unless acquired as a result of ownership of securities (but this limitation shall not prevent the Fund from purchasing or selling options, futures, swaps and forward contracts or from investing in securities or other instruments backed by physical commodities).
(10) No corresponding fundamental restriction.	The Fund may not invest more than 15% of its net assets in illiquid securities. This limitation does not apply to securities eligible for resale pursuant to Rule 144A of the 1933 Act or commercial paper issued in reliance upon the exemption from registration contained in Section 4(a)(2) of that Act, which have been determined to be liquid in accord with guidelines established by the Board of Trustees.

### **Comparative Performance Information**

The performance information shown below provides some indication of the risks of investing in JNL 5 Fund by showing changes in the Fund's performance from year to year and by showing how the Fund's average annual returns compared with those of a broad-based securities market index which has performance characteristics similar to those of the Fund. Past performance is not an indication

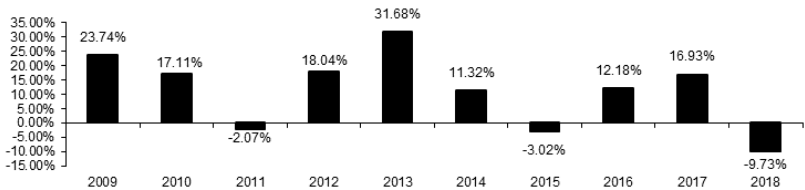
of future performance. Effective June 24, 2019, for consistency with the Fund's principal investment strategies, the Fund will replace the S&P 500 Index with the RAFI US Multi-Factor Index as the Fund's primary benchmark. The RAFI US Multi-Factor Index (Gross) represents the total return of the index over the applicable periods (total return assumes no taxation of foreign dividends whereas Fund shareholders would experience taxation of foreign dividends).

The returns shown in the bar chart and table do not include charges imposed under the Contracts. If these amounts were reflected, returns would be less than those shown.

Performance for the U.S. Equity Fund has not been included because the U.S. Equity Fund has not yet commenced operations as of the date of this Proxy Statement/Prospectus.

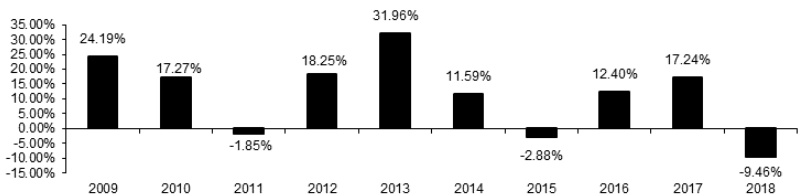
**JNL 5 Fund – Calendar Year Total Returns  
(Acquired Fund)**

**Class A**



**Best Quarter (ended 6/30/2009) 20.27%;  
Worst Quarter (ended 9/30/2011) -17.62%**

**Class I**



**Best Quarter (ended 6/30/2009) 20.61%;  
Worst Quarter (ended 9/30/2011) -17.56%**

<b>Acquired Fund – Average Annual Total Returns as of December 31, 2018</b>			
	<b>1 year</b>	<b>5 year</b>	<b>10 year</b>
JNL 5 Fund (Class A)	-9.73%	5.04%	10.92%
S&P 500 Index (reflects no deduction for fees, expenses, or taxes)	-4.38%	8.49%	13.12%
RAFI US Multi-Factor Index (Gross) (reflects no deduction for fees, expenses, or taxes)	-5.71%	7.48%	13.91%

<b>Acquired Fund – Average Annual Total Returns as of December 31, 2018</b>			
	<b>1 year</b>	<b>5 year</b>	<b>10 year</b>
JNL 5 Fund (Class I)	-9.46%	5.27%	11.17%
S&P 500 Index (reflects no deduction for fees, expenses, or taxes)	-4.38%	8.49%	13.12%
RAFI US Multi-Factor Index (Gross) (reflects no deduction for fees, expenses, or taxes)	-5.71%	7.48%	13.91%

### **Capitalization**

The following table shows the capitalization of each Fund as of December 31, 2018, and of the U.S. Equity Fund on a pro forma combined basis as of December 31, 2018 after giving effect to the proposed Reorganization. The actual net assets of the JNL 5 Fund and the U.S. Equity Fund on the Closing Date will differ due to fluctuations in net asset values, subsequent purchases, and redemptions of shares. No assurance can be given as to how many shares of the U.S. Equity Fund will be received by members of JNL 5 Fund on the Closing Date, and the following table should not be relied upon to reflect the number of shares of the U.S. Equity Fund that will actually be received.

	Net Assets	Net Asset Value Per Share	Shares Outstanding
<b>JNL 5 Fund (Acquired Fund) – Class A</b>	\$2,701,777,847	\$13.75	196,544,432
<b>U.S. Equity Fund (Acquiring Fund) – Class A</b>	\$ 0	\$0	0
<b>Adjustments</b>	\$(1,028,045)(a)	\$0	0
<b><i>Pro forma</i> U.S. Equity Fund (assuming the Reorganization is approved)</b>	\$2,700,749,802	\$13.74	196,544,432
<b>JNL 5 Fund (Acquired Fund) – Class I</b>	\$219,158,497	\$13.80	15,886,380
<b>U.S. Equity Fund (Acquiring Fund) – Class I</b>	\$0	\$0	0
<b>Adjustments</b>	\$(83,391)(a)	\$0	0
<b><i>Pro forma</i> U.S. Equity Fund (assuming the Reorganization is approved)</b>	\$219,075,106	\$13.79	15,886,380

- (a) The costs and expenses associated with the Reorganization relating to the solicitation of proxies, including preparing, filing, printing, and mailing of the proxy statement and related disclosure documents, and the related legal fees, including the legal fees incurred in connection with the analysis under the Code of the tax treatment of this transaction as well as the costs associated with the preparation of the tax opinion and obtaining a consent of independent registered public accounting firm, will all be borne by JNAM, and no sales or other charges will be imposed on Contract Owners in connection with the Reorganization. It is expected that the Acquired Fund will transfer its holdings to the Acquiring Fund in connection with the Reorganization. The Acquired Fund will bear Transaction Costs associated with the Reorganization. Such Transaction Costs are estimated to be \$1,111,436.

The Reorganization provides for the acquisition of all the assets and all the liabilities of the JNL 5 Fund by the U.S. Equity Fund. If the Reorganization had taken place on December 31, 2018, members of the JNL 5 Fund would have received 196,544,432 and 15,886,380 Class A and Class I shares, respectively, of the U.S. Equity Fund.

**After careful consideration, VF LLC Board unanimously approved the Plan of Reorganization with respect to the JNL 5 Fund. Accordingly, the VF LLC Board has submitted the Plan of Reorganization for approval by the JNL 5 Fund’s members. The VF LLC Board recommends that you vote “FOR” this Proposal.**

\* \* \* \* \*

## **ADDITIONAL INFORMATION ABOUT THE REORGANIZATION**

### **Terms of the Plan of Reorganization**

The terms of the Plan of Reorganization are summarized below. For additional information, you should consult the Plan of Reorganization, a copy of which is attached as Appendix A.

If members of the Acquired Fund approve the Plan of Reorganization, then the assets of the Acquired Fund will be acquired by, and in exchange for, Class A and Class I shares, respectively, of the Acquiring Fund and the liabilities of the Acquired Fund will be assumed by the Acquiring Fund. The Acquired Fund will then be terminated by JNLST, and the Class A and Class I shares of the Acquiring Fund distributed to the Class A and Class I members, respectively, of the Acquired Fund in the redemption of the Class A and Class I Acquired Fund Shares. Immediately after completion of the Reorganization, the number of shares of the Acquiring Fund then held by former members of the Acquired Fund may be different than the number of shares of the Acquired Fund that had been held immediately before completion of the Reorganization, but the total investment will remain the same (*i.e.*, the total value of the Acquiring Fund shares held immediately after the completion of the Reorganization will be the same as the total value of the Acquired Fund shares formerly held immediately before completion of the Reorganization).

It is anticipated that the Reorganization will be consummated as of the close of business on June 21, 2019, or on such later date as may be deemed necessary in the judgment of the VF LLC Board or JNLST Board and in accordance with the Plan of Reorganization (the “Closing Date”), subject to the satisfaction of all conditions precedent to the closing. It is not anticipated that the Acquired Fund will hold any investment that the Acquiring Fund would not be permitted to hold (“non-permitted investments”).

### **Description of the Securities to Be Issued**

The Class A members of the Acquired Fund will receive Class A shares of the Acquiring Fund, and the Class I members of the Acquired Fund will receive Class I shares of the Acquiring Fund in accordance with the procedures provided for in the Plan of Reorganization. Each such share will be fully paid and non-assessable by JNLST when issued and will have no preemptive or conversion rights.

JNLST may issue an unlimited number of full and fractional shares of beneficial interest of the Acquiring Fund and divide or combine such shares into a greater or lesser number of shares without thereby changing the proportionate beneficial



interests in JNLST. Each share of the Acquiring Fund represents an equal proportionate interest in that Fund with each other share. JNLST reserves the right to create and issue any number of Fund shares. In that case, the shares of the Acquiring Fund would participate equally in the earnings, dividends, and assets of the Fund. Upon liquidation of the Acquiring Fund, members are entitled to share pro rata in the net assets of the Fund available for distribution to members. The Acquiring Fund is a series of JNLST.

JNLST currently offers two classes of shares, Class A and Class I shares, for the Acquiring Fund. All of the JNLST Funds have adopted a distribution plan in accordance with the provisions of Rule 12b-1 under the 1940 Act. Pursuant to the distribution plan, Class A shares of the Acquired Fund and Acquiring Fund are charged a Rule 12b-1 fee at the annual rate of 0.30% of the average daily net assets attributable to the Class A shares of the respective Fund. Because these distribution/service fees are paid out of the Funds' assets on an ongoing basis, over time these fees will increase your cost of investing and may cost more than paying other types of charges. Class I shares are not charged a 12b-1 fee.

### **Board Considerations**

At a meeting of the VF LLC's Board of Managers (in this section, the "VF LLC Board") held on December 10-12, 2018, (the "Board Meeting"), the VF LLC Board, including the managers who are not "interested persons" of the Funds (as defined in the Investment Company Act of 1940, as amended) (the "Disinterested Managers"), considered information relating to the proposed reorganization of Acquired Fund, a series of VF LLC, into the Acquiring Fund, a series of JNLST. The VF LLC Board considered that there are no Jackson variable annuity contract owners who own shares of the U.S. Equity Fund because it has never been offered for sale to the public. Prior to approving the Reorganization, the Disinterested Managers reviewed the foregoing information with their independent legal counsel and with management, reviewed with independent legal counsel applicable law and their duties in considering such matters, and met with independent legal counsel in a private session without management present. The VF LLC Board considered that the Acquired Fund was launched in 2004 and uses custom screens that have not been enhanced in the time since its inception and that the Acquired Fund has underperformed the S&P 500 Index by over 2% per annum and ranks in the 74th percentile of its peers, over the trailing 10-year period through September 30, 2018. The objective of the Reorganization is to seek to ensure that a consolidated family of investments offers a streamlined, complete, and competitive set of underlying investment options to serve the interests of shareholders and Contract Owners. Thus, the VF LLC Board considered JNAM's recommendation to merge the Acquired Fund into the Acquiring Fund due to the Acquiring Fund having a more highly diversified portfolio than the Acquired

Fund, significantly reducing the stock-specific risk inherent in the portfolio while ensuring that intended factor exposures drive the relative risk. The VF LLC Board did not determine any considerations related to this Reorganization to be adverse. The VF LLC Board considered a number of principal factors presented at the time of the VF LLC Board Meeting in reaching its determinations, including the following:

- **Investment Objectives and Investment Strategies.** The VF LLC Board considered that the Acquired Fund’s investment objective is total return through capital appreciation and dividend income, and the Acquiring Fund’s investment objective is to match the performance of the RAFI® Multi-Factor U.S. Index. The VF LLC Board also considered that the same portfolio management team that manages the Acquired Fund will manage the Acquiring Fund. As described below, the VF LLC Board also considered how the Acquired Fund’s members will benefit from the Reorganization. For a full description of the investment objectives and investment strategies of the Acquired Fund and Acquiring Fund, see “Comparison of Investment Objectives and Principal Investment Strategies.”
- **Operating Expenses.** The VF LLC Board considered that, if approved by the Acquired Fund’s members, the Reorganization will result in a Combined Fund with the same management fees as the Acquired Fund currently, though the Combined Fund will have a total annual fund operating expense ratio that is higher than those of the Acquired Fund currently. See “Comparative Fee and Expense Tables.”
- **Asset Base.** The VF LLC Board considered that as of September 30, 2018, the Acquired Fund had assets of \$3,554.29 million. The VF LLC Board further considered that because the Acquiring Fund was not in operation, it did not have any assets as of September 30, 2018. The VF LLC Board noted that the assets under management in the Acquired Fund as of the Closing Date will transfer into the Acquiring Fund.
- **Performance.** The VF LLC Board did not consider the Acquiring Fund’s performance information since the Acquiring Fund has not yet commenced investment operations. The VF LLC Board noted, however, that the Acquiring Fund will assume the performance history of the Acquired Fund at the closing of the Reorganization. In this regard, the VF LLC Board noted that the Acquired Fund underperformed its benchmark, the S&P 500 Index, for the three-month, one-year, three-year, five-year, and ten-year periods ended September 30, 2018.

- **Investment Adviser, Sub-Advisers, and Other Service Providers.** The VF LLC Board considered that the Acquired Fund will retain the same investment adviser, sub-adviser, and other service providers under the Reorganization as it has currently. Specifically, the VF LLC Board noted that the investment adviser, JNAM, and sub-adviser, Mellon, for the Acquiring Fund, is the same as for the Acquired Fund. See “Comparison of Investment Adviser and Sub-Adviser.” The VF LLC Board also considered that the custodian for the Acquiring Fund, State Street Bank and Trust Company, the transfer agent for the Acquiring Fund, JNAM, and the Distributor for shares of the Acquiring Fund, Jackson National Life Distributors LLC, are the same as for the Acquired Fund and will remain the same immediately after the Reorganization.
- **Federal Income Tax Consequences.** The VF LLC Board took into account that Contract Owners are not expected to have adverse tax consequences as a result of the Reorganization. The VF LLC Board considered that the Reorganization is more likely than not to qualify as a tax-free reorganization under Section 368(a)(1) of the Code for the Funds and is not expected to result in any material adverse federal income tax consequences to members of the Acquired Fund.
- **Costs of Reorganization.** The VF LLC Board considered that the costs and expenses associated with the Reorganization relating to the solicitation of proxies, including preparing, filing, printing, and mailing of the proxy statement and related disclosure documents, and the related legal fees, including the legal fees incurred in connection with the analysis under the Code of the tax treatment of this transaction, as well as the costs associated with the preparation of the tax opinion and obtaining a consent of independent registered public accounting firm will all be borne by JNAM, and no sales or other charges will be imposed on Contract Owners in connection with the Reorganization. The VF LLC Board considered that it is expected that the Acquired Fund will transfer its holdings to the Acquiring Fund in connection with the Reorganization. Thus, the VF LLC Board also considered that the Acquired Fund will bear Transaction Costs associated with the Reorganization and that such Transaction Costs are estimated to be \$1,111,436.

In summary, in determining whether to recommend approval of the Reorganization, the VF LLC Board considered factors including (1) the terms and conditions of the Reorganization and whether the Reorganization would result in dilution of the Acquired Fund’s members’, Contract Owners’, and plan participants’ interests; (2) the compatibility of the Funds’ investment objectives,

investment strategies, and investment restrictions, as well as member services offered by the Funds; (3) the expense ratios and information regarding the fees and expenses of the Funds; (4) the advantages and disadvantages to the Acquired Fund's members, Contract Owners, and plan participants of having a larger asset base in the Combined Fund; (5) the relative historical performance of the Funds and similarly managed strategies; (6) the management of the Funds; (7) the federal income tax consequences of the Reorganization; and (8) the costs of the Reorganization. No one factor was determinative and each Manager may have attributed different weights to the various factors. The VF LLC Board did not determine any considerations related to this Reorganization to be adverse.

For the reasons described above, the VF LLC Board, including the Disinterested Managers, determined that the Reorganization would be in the best interests of the Acquired Fund and that the interests of the Acquired Fund's Contract Owners and other investors would not be diluted as a result of the Reorganization. At the VF LLC Board meeting held on December 10-12, 2018, the VF LLC Board voted unanimously to approve the Reorganization and recommended its approval by Contract Owners and others with beneficial interests in the Acquired Fund.

### **Description of Risk Factors**

A Fund's performance may be affected by one or more risk factors. For a detailed description of each Fund's risk factors, please see "More Information on Strategies and Risk Factors" in Appendix B.

### **Federal Income Tax Consequences of the Reorganization**

The federal income tax treatment of the Reorganization depends upon several factors, including the extent to which the Acquired Fund disposes of assets prior to the completion of the Reorganization. It is expected that the Reorganization will qualify as a tax-free reorganization under Section 368(a)(1) of the Code, in which event no gain or loss will be recognized by the Acquired Fund or its members. As a condition to the closing of the Reorganization, the Funds will receive an opinion from tax counsel substantially to the effect that, on the basis of existing provisions of the Code, U.S. Treasury Regulations promulgated thereunder, current administrative rules, pronouncements and court decisions, and subject to certain qualifications, the Reorganization is more likely than not to qualify as a tax-free reorganization under Section 368(a)(1) of the Code.

The Acquired Fund may dispose of a portion or all of its portfolio securities in connection with and prior to the Reorganization. The Acquired Fund will recognize gain or loss upon such dispositions; any such gains will be distributed

to Acquired Fund members or the Acquired Fund will otherwise be eligible to claim, and will claim, a dividends-paid deduction for such amounts.

Contract Owners with premiums or contributions allocated to the investment divisions of the Separate Accounts as well as others that are invested in Acquired Fund shares generally will not recognize gain or loss for federal income tax purposes as a result of the Reorganization.

Contract Owners and other investors are urged to consult their tax advisers as to the specific consequences to them of the Reorganization, including the applicability and effect of state, local, foreign and other taxes.

### **Contingency Plan**

If the Reorganization is not approved by members, the Funds will continue to operate as they currently do and the VF LLC Board will consider what actions are appropriate and in the best interests of Contract Owners that have assets invested in the Acquired Fund.

## **ADDITIONAL INFORMATION ABOUT THE FUNDS**

### **Management of JNLST and VF LLC**

This section provides information about JNLST, VF LLC, the Adviser, and the Sub-Adviser for the Funds.

#### **The Registrants**

JNLST is organized as a Massachusetts business trust and is registered with the SEC as an open-end management investment company. Under Massachusetts law and JNLST's Declaration of Trust and By-Laws, the management of the business and affairs of JNLST is the responsibility of its Board. The Acquiring Fund is a series of JNLST.

VF LLC is organized as a Delaware limited liability company and is registered with the SEC as an open-end management investment company. Under Delaware law and VF LLC's Amended and Restated Operating Agreement, the management of the business and affairs of VF LLC is the responsibility of the Board of Managers of VF LLC. The Acquired Fund is a series of VF LLC.

## **The Adviser**

Jackson National Asset Management, LLC, located at 1 Corporate Way, Lansing, Michigan 48951, serves as the investment adviser to JNLST and VF LLC and provides the Funds with professional investment supervision and management. JNAM is registered with the SEC under the Investment Advisers Act of 1940, as amended. JNAM is a wholly owned subsidiary of Jackson National, a U.S. based financial services company. Jackson National is an indirect wholly owned subsidiary of Prudential plc, a publicly traded company incorporated in the United Kingdom. Prudential plc is not affiliated in any manner with Prudential Financial Inc., a company whose principal place of business is in the United States of America. Prudential plc is also the ultimate parent of PPM America, Inc.

JNAM acts as investment adviser to JNLST and VF LLC pursuant to separate Investment Advisory and Management Agreements. Under each Investment Advisory and Management Agreement, JNAM is responsible for managing the affairs and overseeing the investments of the Funds and determining how voting and other rights with respect to securities owned by the Funds will be exercised. JNAM also provides recordkeeping, administrative and exempt transfer agent services to the Funds and oversees the performance of services provided to the Funds by other service providers, including the custodian and shareholder servicing agent. JNAM is authorized to delegate certain of its duties with respect to a Fund to a sub-adviser, subject to the approval of the VF LLC Board or JNLST Board, as applicable, and is responsible for overseeing that Sub-Adviser's performance. JNAM is solely responsible for payment of any fees to the Sub-Adviser.

JNAM plays an active role in advising and monitoring each Fund and Sub-Adviser. JNAM monitors the Sub-Adviser's Fund management team to determine whether its investment activities remain consistent with the Funds' investment strategies and objectives. JNAM also monitors changes that may impact the Sub-Adviser's overall business, including the Sub-Adviser's operations and changes in investment personnel and senior management, and regularly performs due diligence reviews of each Sub-Adviser. In addition, JNAM obtains detailed, comprehensive information concerning each Fund's and Sub-Adviser's performance and Fund operations. JNAM is responsible for providing regular reports on these matters to the JNLST Board and VF LLC Board, as applicable.

Each Investment Advisory and Management Agreement continues in effect for each Fund from year to year after its initial two-year term so long as its continuation is approved at least annually by (i) a majority of the JNLST Trustees or VF LLC Managers who are not parties to such agreement or interested persons of any such party except in their capacity as Trustees of JNLST or Managers of

VF LLC, respectively, and (ii) the shareholders or members of the affected Fund or the Board. It may be terminated at any time upon 60 days' notice by JNAM, or by a majority vote of the outstanding shares of a Fund with respect to that Fund, and will terminate automatically upon its assignment. Each Investment Advisory and Management Agreement provides that JNAM shall not be liable for any error of judgment, or for any loss suffered by any Fund in connection with the matters to which the agreement relates, except a loss resulting from willful misfeasance, bad faith or gross negligence on the part of JNAM in the performance of its obligations and duties, or by reason of its reckless disregard of its obligations and duties under the agreement. As compensation for its services, JNLST and VF LLC each pay JNAM a separate fee in respect of each Fund as described in each Fund's Prospectus.

### **Management Fees**

As compensation for its advisory services, JNAM receives a fee from JNLST and VF LLC computed separately for the Funds, accrued daily and payable monthly. The fee JNAM receives from each Fund is set forth below as an annual percentage of the net assets of the Fund.

The table below shows the advisory fee rate schedule for each Fund as set forth in the respective Investment Advisory and Management Agreement and the aggregate annual fee the JNL 5 Fund paid to JNAM for the fiscal year ended December 31, 2018. Because the U.S. Equity Fund has not yet commenced operations, the Fund did not pay any fees to JNAM in a prior fiscal year.

Each Fund's advisory fee rate schedule is subject to contractual breakpoints that reduce the advisory fee rate should the Fund's average daily net assets exceed specified amounts.

<b>Fund</b>	<b>Assets</b>	<b>Advisory Fee</b> (Annual Rate Based on Average Daily Net Assets of the Fund)	<b>Aggregate Annual Fee Paid to Adviser for the Fiscal Year Ended December 31, 2018</b> (Annual Rate Based on Average Net Assets of the Fund)
JNL 5 Fund <sup>1</sup>	\$0 to \$50 million	0.240%	0.17%
	\$50 million to \$100 million	0.210%	
	\$100 million to \$750 million	0.180%	
	\$750 million to \$3 billion	0.170%	
	\$3 billion to \$5 billion	0.160%	
	Over \$5 billion	0.150%	
U.S. Equity Fund <sup>2</sup>	\$0 to \$750 million	0.180%	N/A
	\$750 million to \$3 billion	0.170%	
	\$3 billion to \$5 billion	0.160%	
	Over \$5 billion	0.150%	

<sup>1</sup> Advisory fee rate schedule was amended, effective September 25, 2017.

<sup>2</sup> Advisory fee rate schedule is as of June 24, 2019 when the U.S. Equity Fund will commence operations.

A discussion of the basis for the JNLST Board of Trustees' approval of the Investment Advisory and Management Agreement is available in JNLST's Annual Report to shareholders for the year ended December 31, 2017 and will be available in JNLST's Annual Report to shareholders for the year ended December 31, 2018.

A discussion of the basis for the VF LLC's Board of Managers' approval of the Investment Advisory and Management Agreement is available in VF LLC Annual Report to members for the year ended December 31, 2017 and will be available in VF LLC's Annual Report to members for the year ended December 31, 2018.

JNAM selects, contracts with, and compensates the Sub-Advisers to manage the investment and reinvestment of the assets of the Funds. JNAM monitors the compliance of the Sub-Advisers with the investment objectives and related policies of the Funds, reviews the performance of the Sub-Advisers, and reports



periodically on such performance to the VF LLC Board of Managers and the JNLST Board of Trustees. Under the terms of each of the Sub-Advisory Agreements, the Sub-Adviser is responsible for supervising and managing the investment and reinvestment of the assets of the assigned Fund and for directing the purchase and sale of the Fund's investment securities, subject to the supervision of the VF LLC Board of Managers and the JNLST Board of Trustees. The Sub-Adviser formulates a continuous investment program for a Fund consistent with its investment strategies, objectives and policies outlined in its Prospectus. The Sub-Adviser implements such program by purchases and sales of securities and regularly reports to JNAM and the VF LLC Board and JNLST Board, as applicable, with respect to the implementation of such program. As compensation for its services, the Sub-Adviser receives a fee from JNAM, computed separately for the applicable Fund, stated as an annual percentage of the Fund's net assets. JNAM currently is obligated to pay the Sub-Advisers out of the advisory fee it receives from the applicable Fund.

JNAM, JNLST, and VF LLC, together with other investment companies of which JNAM is investment adviser, have received an exemptive order (the "Order") that allows JNAM to hire, replace, or terminate unaffiliated sub-advisers or materially amend a sub-advisory agreement with an unaffiliated sub-adviser with the approval of the VF LLC Board of Managers without member approval or the JNLST Board of Trustees without shareholder approval. However, any amendment to an advisory agreement between JNAM and JNLST or JNAM and VF LLC that would result in an increase in the management fee rate specified in that agreement (*i.e.*, the aggregate management fee) charged to a Fund will be submitted to JNLST shareholders or VF LLC members, as applicable, for approval. Under the terms of the Order, if a new sub-adviser is hired by JNAM, the affected Fund will provide the members or shareholders, as applicable, with information about the new sub-adviser and the new sub-advisory agreement within ninety (90) days of the change. The Order allows the Funds to operate more efficiently and with greater flexibility. JNAM provides oversight and evaluation services to the Funds, including, but not limited to the following services: performing initial due diligence on prospective sub-advisers for the Funds; monitoring the performance of sub-advisers; communicating performance expectations to the sub-advisers; and ultimately recommending to the Board whether a sub-adviser's contract should be renewed, modified or terminated.

JNAM does not expect to recommend frequent changes of sub-advisers. Although JNAM will monitor the performance of the Sub-Advisers, there is no certainty that any Sub-Advisers or the Funds will obtain favorable results at any given time.

As compensation for its services for the Funds, Mellon, the Sub-Adviser to both the Acquired Fund and the Acquiring Fund, receives a sub-advisory fee that is

payable by JNAM. The sub-advisory fee schedule for the JNL 5 Fund as of December 31, 2018, and for the U.S. Equity Fund as of June 24, 2019, when U.S. Equity Fund will commence operations, are set forth below:

<b>Fund</b>	<b>Average Daily Net Assets</b>	<b>Sub-Advisory Fee</b> (Annual Rate Based on Average Net Assets)
JNL 5 Fund	\$0 to \$100 million	0.060%
	\$100 million to \$750 million	0.030%
	Over \$750 million	0.015%
U.S. Equity Fund	\$0 to \$500 million	0.030%
	\$500 million to \$2 billion	0.015%
	Over \$2 billion	0.010%

A discussion of the basis for the JNLST Board of Trustees’ approval of the sub-advisory agreement is also available in the JNLST’s Annual Report to shareholders for the year ended December 31, 2017 and will be available in the JNLST’s Annual Report to shareholders for the year ended December 31, 2018.

A discussion of the basis for the VF LLC’S Board of Managers’ approval of the sub-advisory agreement is also available in the VF LLC’s Annual Report to members for the year ended December 31, 2017 and will be available in the VF LLC’s Annual Report to members for the year ended December 31, 2018.

In addition to the investment advisory fee, each Fund currently pays to JNAM (the “Administrator”) an administrative fee as an annual percentage of the average daily net assets of each Fund, accrued daily and paid monthly, as set forth below.

<b>Fund</b>	<b>Assets</b>	<b>Administrative Fee</b> (Annual Rate Based on Average Net Assets)
JNL 5 Fund	\$0 to \$3 billion	0.15%
	Assets over \$3 billion	0.13%
U.S. Equity Fund	\$0 to \$3 billion	0.15%
	Assets over \$3 billion	0.13%

In return for the administrative fee, the Administrator provides or procures all necessary administrative functions and services for the operation of each Fund. In

addition, the Administrator, at its own expense, provides or procures routine legal, audit, fund accounting, custody (except overdraft and interest expense), printing and mailing, and other administrative services necessary for the operation of each Fund. The administrator also pays a portion of the costs of the Funds' Chief Compliance Officer. Each Fund is responsible for trading expenses including brokerage commissions, interest and taxes, and other non-operating expenses. Each Fund is also responsible for nonrecurring and extraordinary legal fees, interest expenses, registration fees, licensing costs, a portion of the Chief Compliance Officer costs, directors and officers insurance, the fees and expenses of the Disinterested Managers or Disinterested Trustees, as applicable, and of independent legal counsel to the Disinterested Managers or Disinterested Trustees, as applicable (categorized as "Other Expenses" in the fee tables).

Additionally, the U.S. Equity Fund will pay a licensing fee to RAFI Indices, LLC of 0.04% on assets up to \$1.5 billion and 0.03875% thereafter.

### **The Sub-Adviser**

Both the Acquired Fund's and the Acquiring Fund's investments are selected by Mellon. Mellon, a Delaware corporation and an investment adviser registered with the SEC under the Investment Advisers Act of 1940, as amended, is the sub-adviser for each Fund. Each Fund is managed by Karen Q. Wong, Richard A. Brown, and Thomas J. Durante, who are responsible for managing the investment and reinvestment of the assets of each Fund, subject to the Adviser's supervision.

Karen Q. Wong, CFA is a Managing Director, Equity Portfolio Management at Mellon. Ms. Wong has been a manager of each of the Funds since its inception. Ms. Wong joined Mellon in 2000 as an associate portfolio manager. In 2001, she was promoted to a senior associate, in 2003 to an assistant vice president, in 2004 to a vice president, in 2006 to a director and in 2007 to managing director. Ms. Wong is the head of equity portfolio management responsible for overseeing all passive equity funds, including exchange traded funds. Ms. Wong holds a M.B.A from San Francisco State University and has been working in the investment industry since 1999. Ms. Wong is a member of the CFA Institute and the CFA Society of San Francisco.

Richard A. Brown, CFA, is a Managing Director, Equity Portfolio Management at Mellon. Mr. Brown holds an M.B.A. from California State University at Hayward. Mr. Brown joined Mellon in 1995 as senior associate portfolio manager, was promoted to vice president in 1998, and to his current position in 2014. Mr. Brown heads a team of portfolio managers covering domestic and international passive equity funds. Mr. Brown has been working in the investment industry since 1995. Mr. Brown is a member of CFA Institute and the CFA

Society of San Francisco. Mr. Brown has been a manager of each of the Funds since its inception.

Thomas Durante, CFA, Managing Director, Equity Portfolio Management has been at Mellon since 2000. Mr. Durante holds a B.A. degree from Fairfield University in Accounting. Mr. Durante has been working in the investment industry since 1982. Mr. Durante heads a team of portfolio managers covering domestic and international passive equity funds. Prior to joining Mellon, he worked in the fund accounting department for Dreyfus. Mr. Durante is a member of the CFA Institute and the CFA Society of Pittsburgh. Mr. Durante has been a manager of the Fund since its inception.

The VF LLC's Statement of Additional Information dated April 30, 2018, as supplemented, provides additional information about each portfolio manager's compensation, other accounts managed, and ownership of securities in the Acquired Fund. Information about the portfolio managers' compensation, other accounts they manage and their ownership of securities of Acquiring Fund will be available in JNLST's Statement of Additional Information dated April 29, 2019.

## **Additional Information**

### **Classes of Shares**

JNLST and VF LLC have each adopted a multi-class plan pursuant to Rule 18f-3 under the 1940 Act. Under the multi-class plan, the Funds have two classes of shares, Class A and Class I. As discussed in "Distribution Arrangements" below, the Class A shares of the Funds are subject to a Rule 12b-1 fee equal to 0.30% of the Fund's average daily net assets attributable to Class A shares. Class I shares are not subject to a Rule 12b-1 fee. Under the multi-class structure, the Class A shares and Class I shares of the Funds represent interests in the same portfolio of securities and are substantially the same except for "class expenses."

The expenses of the Funds are borne by each class of shares based on the net assets of the Fund attributable to each Class, except that class expenses are allocated to the appropriate class. "Class expenses" include any distribution, administrative or service expense allocable to that class, pursuant to the 12b-1 Plan described below, and any other expenses that JNAM determines, subject to ratification or approval by the Board, to be properly allocable to that class, including: (i) printing and postage expenses related to preparing and distributing to the members or shareholders of a particular class (or Contract Owners funded by shares of such class) materials such as Prospectuses, member or shareholder reports and (ii) professional fees relating solely to one class.

## **Distribution Arrangements**

Jackson National Life Distributors LLC (“JNLD” or the “Distributor”), 300 Innovation Dr., Franklin, Tennessee 37067, a wholly owned subsidiary of Jackson National, is the principal underwriter of the Funds of JNLST and VF LLC. JNLD is responsible for promoting sales of each Fund’s shares. The Distributor also is the principal underwriter of the variable annuity insurance products issued by Jackson National and its subsidiaries. On behalf of the Funds, JNLST and VF LLC, acting separately, have adopted, in accordance with the provisions of Rule 12b-1 under the 1940 Act, an Amended and Restated Distribution Plan (“Plan”) with respect to the Class A shares of each Fund. The Boards of Trustees of JNLST and Board of Managers of VF LLC, acting separately and including all of the Independent Trustees of the JNLST Board and Disinterested Managers of the VF LLC Board, must approve, at least annually, the continuation of the Plan. Under the Plan, each Fund that has adopted the Plan will pay a Rule 12b-1 fee at an annual rate of 0.30% of the Fund’s average daily net assets attributed to Class A shares, as compensation for distribution, administrative or other service activities incurred by JNLD and its affiliates with respect to Class A shares. Class I shares are not subject to a Rule 12b-1 fee. Because these fees are paid out of a Fund’s assets on an on-going basis, over time these fees will increase the cost of your investment and may cost you more than paying other types of sales charges. To the extent consistent with the Plan and existing law, the Distributor, as principal underwriter, may use the 12b-1 fee to compensate broker-dealers, administrators, financial intermediaries or others for providing or assisting in providing distribution and related additional services.

The Distributor and/or an affiliate have the following relationships with one or more of the sub-advisers of JNLST, VF LLC, and/or their respective affiliates:

- The Distributor receives payments from certain of the sub-advisers to assist in defraying the costs of certain promotional and marketing meetings in which they participate. The amounts paid depend on the nature of the meetings, the number of meetings attended, the costs expected to be incurred, and the level of the sub-adviser’s participation.
- A brokerage affiliate of the Distributor participates in the sales of shares of retail mutual funds advised by certain of the sub-advisers and receives commissions and other compensation from them in connection with those activities, as described in the prospectus or statement of additional information for those funds.
- In addition, the Distributor acts as distributor of variable insurance contracts and variable life insurance policies issued by the Insurance Companies. The

compensation consists of commissions, trail commissions, and other compensation or promotional incentives as described in the Prospectus or statement of additional information for the variable insurance contracts and variable life insurance policies.

### **Payments to Broker-Dealers and Financial Intermediaries**

Only Separate Accounts of the Insurance Companies and series, including fund of funds, of registered investment companies in which either or both of the Insurance Companies invest may purchase shares of the Funds. You may invest indirectly in the Funds through your purchase of a variable annuity contract issued by Separate Accounts of the Insurance Companies that invests directly, or through a fund of funds, in these Funds. Any minimum initial or subsequent investment requirements and redemption procedures are governed by the applicable Separate Account through which you invest indirectly. If an investor invests in the Funds under a Contract or a plan that offers a Contract as a plan option through a broker-dealer or other financial intermediary (such as a financial institution), the Funds and their related companies may pay the intermediary for the sale of Fund shares and related services. These payments may create a conflict of interest by influencing the broker-dealer or other intermediary and the salesperson to recommend the Fund over another investment. Ask your salesperson or visit your financial intermediary's website for more information.

### **Investment in JNLST and VF LLC Shares**

Shares of the Funds are presently offered only to Separate Accounts of the Insurance Companies to fund the benefits under certain Contracts, to non-qualified retirement plans, and to other regulated investment companies that in turn are sold to Separate Accounts. The Separate Accounts, through their various sub-accounts that invest in designated Funds, purchase the shares of the Funds at their net asset value ("NAV") using premiums received on Contracts issued by the insurance company.

Purchases are effected at NAV next determined after the purchase order is received by JNAM as the Funds' transfer agent in proper form. There is no sales charge. Shares of the Funds are not available to the general public directly.

The price of each Fund's shares is based on its NAV. The NAV per share of each Fund is determined by JNAM at the close of regular trading on the New York Stock Exchange ("NYSE") (normally 4:00 p.m., Eastern time) on each day that the NYSE is open for regular trading. However, calculation of each Fund's NAV may be suspended on days determined by the JNLST Board or the VF LLC Board, respectively, in times of emergency or market closure as determined by the

SEC. The NAV per share is calculated by adding the value of all securities and other assets of a Fund, deducting its liabilities, and dividing by the number of shares outstanding. Generally, the value of exchange-listed or -traded securities is based on their respective market prices, bonds are valued based on prices provided by an independent pricing service and short-term debt securities are valued at amortized cost, which approximates market value.

Domestic fixed-income and foreign securities are normally priced using data reflecting the closing of the principal markets or market participants for those securities, which may be earlier than the NYSE close. Information that becomes known to the Funds or its agents after the NAV has been calculated on a particular day will not normally be used to retroactively adjust the price of a security or the NAV determined earlier that day.

Each of the JNLST Board and VF LLC Board have adopted procedures pursuant to which JNAM may determine, subject to Board oversight, the “fair value” of a security for which a current market price is not available or the current market price is considered unreliable or inaccurate. Under these procedures, the “fair value” of a security generally will be the amount, determined by JNAM in good faith, that the owner of such security might reasonably expect to receive upon its current sale.

Each of the JNLST Board and VF LLC Board have established a valuation committee to review fair value determinations pursuant to JNLST’s and VF LLC’s “Valuation Guidelines.” The valuation committee will also review the value of restricted and illiquid securities, securities and assets for which a current market price is not readily available, and securities and assets for which there is reason to believe that the most recent market price does not accurately reflect current value (*e.g.*, disorderly market transactions).

The Funds may invest in securities primarily listed on foreign exchanges and that trade on days when the Fund does not price its shares. As a result, a Fund’s NAV may change on days when members or shareholders are not able to purchase or redeem the Fund’s shares.

Because the calculation of a Fund’s NAV does not take place contemporaneously with the determination of the closing prices of the majority of foreign portfolio securities used in the calculation, there exists a risk that the value of foreign portfolio securities will change after the close of the exchange on which they are traded, but before calculation of the Fund’s NAV (“time-zone arbitrage”). Accordingly, each of JNLST’s procedures and VF LLC’s procedures for pricing of portfolio securities also authorize JNAM, subject to oversight by the respective Board of Trustees, to determine the “fair value” of such foreign

securities for purposes of calculating a Fund's NAV. JNAM will "fair value" foreign securities held by a Fund if it determines that a "significant event" has occurred subsequent to the close of trading in such securities on the exchanges or markets on which they principally are traded, but prior to the time of the Fund's NAV calculation. A significant event is one that can be expected materially to affect the value of such securities. Certain specified percentage movements in U.S. equity market indices are deemed under JNLST's pricing procedures and VF LLC's pricing procedures to be a "significant event." A "significant event" affecting multiple issuers might also include, but is not limited to, a substantial price movement in other securities markets, an announcement by a governmental, regulatory or self-regulatory authority relating to securities markets, political or economic matters, or monetary or credit policies, a natural disaster such as an earthquake, flood or storm, or the outbreak of civil strife or military hostilities. Accordingly, on any day when such specified percentage movements in U.S. equity market indices occur, when fair valuing such foreign securities, JNAM will adjust the closing prices of all foreign securities held in any Fund's portfolio, based upon an adjustment factor for each such security provided by an independent pricing service, in order to reflect the "fair value" of such securities for purposes of determining a Fund's NAV. When fair-value pricing is employed, the foreign securities prices used to calculate a Fund's NAV may differ from quoted or published prices for the same securities.

These procedures seek to minimize the opportunities for "time zone arbitrage" in Funds that invest all or substantial portions of their assets in foreign securities, thereby seeking to make those Funds significantly less attractive to "market timers" and other investors who might seek to profit from time zone arbitrage and seeking to reduce the potential for harm to other Fund investors resulting from such practices. However, these procedures may not completely eliminate opportunities for time zone arbitrage because it is not possible to predict in all circumstances whether post-closing events will have a significant impact on securities prices.

All investments in JNLST and VF LLC are separately credited to the shareholder's or member's account in the form of full and fractional shares of the designated Fund (rounded to the nearest 1/1000 of a share). Both JNLST and VF LLC do not issue share certificates.

### **"Market Timing" Policy**

Fund shares may only be purchased by Separate Accounts of the Insurance Companies, the Insurance Companies themselves, qualified and non-qualified retirement plans and certain other regulated investment companies.



The interests of a Fund’s long-term members or shareholders, as applicable, may be adversely affected by certain short-term trading activity by other Contract Owners invested in the Separate Accounts. Such short-term trading activity, when excessive, has the potential to, among other things, compromise efficient portfolio management, generate transaction and other costs, and dilute the value of Fund shares held by long-term members or shareholders. This type of excessive short-term trading activity is referred to herein as “market timing.” The Funds are not intended to serve as vehicles for market timing. The JNLST Board and VF LLC Board have each adopted policies and procedures with respect to market timing.

The Funds, directly and through its service providers, and the insurance company and non-qualified retirement plan service providers (collectively, “service providers”) takes various steps designed to deter and curtail market timing with the cooperation of the Insurance Companies. For example, in the event of a round trip transfer, complete or partial redemptions by a member or shareholder from a sub-account investing in a Fund is permitted; however, once a complete or partial redemption has been made from a sub-account that invests in a Fund, through a sub-account transfer, members or shareholders will not be permitted to transfer any value back into that sub-account (and the corresponding Fund) within fifteen (15) calendar days of the redemption. The Funds will treat as short-term trading activity any transfer that is requested into a sub-account that was previously redeemed within the previous fifteen (15) calendar days, whether the transfer was requested by the members or shareholders or a third party authorized by the member or shareholder. The Insurance Companies have entered into agreements with JNLST and VF LLC to provide upon request certain information on the trading activities of Contract Owners in an effort to help curtail market timing.

In addition to identifying any potentially disruptive trading activity, each of the Acquired Fund’s Board of Managers and the Acquiring Fund’s Board of Trustees has adopted a policy of “fair value” pricing to discourage investors from engaging in market timing or other excessive trading strategies for international Funds. The Funds’ “fair value” pricing policy applies to all Funds where a significant event (as described above) has occurred. The Acquiring Fund’s “fair value” pricing policy will also apply to the Underlying Funds in which certain of the Funds invest. The Funds’ “fair value” pricing policy is described under “Investment in Fund Shares” above.

The policies and procedures described above are intended to deter and curtail market timing in the Funds. However, there can be no assurance that these policies, together with those of the Insurance Companies, and any other insurance company that may invest in the Funds in the future, will be totally effective in this regard. The Funds rely on the Insurance Companies to take the appropriate steps, including daily monitoring of separate account trading activity, to further deter

market timing. If they are ineffective, the adverse consequences described above could occur.

A description of Jackson National's anti-market timing policies and procedures can be found in the appropriate variable insurance contract Prospectus (the "Separate Account Prospectus"). The rights of the Separate Accounts to purchase and redeem shares of a Fund are not affected by any Fund's anti-market timing policies if they are not in violation of the Separate Accounts' anti-market timing policies and procedures.

## **Share Redemption**

Investors redeem shares to make benefit or withdrawal payments under the terms of the Contracts or other arrangements. Redemptions typically are processed on any day on which JNLST and VF LLC and the NYSE are open for business and are effected at net asset value next determined after the redemption order, in proper form, is received by the Insurance Company. Redemption requests must be received by JNAM, the Fund's transfer agent, in proper form.

JNLST and VF LLC may suspend the right of redemption only under the following circumstances:

- When the NYSE is closed (other than weekends and holidays) or trading is restricted;
- When an emergency exists, making disposal of portfolio securities or the valuation of net assets not reasonably practicable; or
- During any period when the SEC has by order permitted a suspension of redemption for the protection of members or shareholders, as applicable.

The Funds typically expect that a Fund will hold cash or cash equivalents to meet redemption requests. The Funds may also use the proceeds of orders to purchase Fund shares or the proceeds from the sale of portfolio securities to meet redemption requests, if consistent with the management of each Fund. These redemption methods will be used regularly and may also be used in stressed market conditions. The Funds have in place a line of credit intended to provide short-term financing, if necessary, subject to certain conditions, in connection with stressed market conditions or atypical redemption activity. The Funds, pursuant to an exemptive order issued by the SEC and a master Interfund Lending agreement, also have the ability to lend or borrow money for temporary purposes directly to or from one another.

In the case of a liquidity event, a Fund's share price and/or returns may be negatively impacted. If a liquidity event occurs, JNAM will notify the JNLST

Board and the VF LLC Board of the liquidity event and take corrective action. Corrective action may include, among other things, use of the Fund's line of credit or Interfund Lending Program.

### **Dividends and Other Distributions**

The Funds generally distribute most or all of their net investment income and their net realized gains, if any, no less frequently than annually. For both Funds, distributions other than in redemption of Fund shares, if any, are automatically reinvested at net asset value in shares of the distributing class of that Fund.

### **Tax Status**

The Funds intend to qualify and be eligible for treatment as a "regulated investment company" (also known as a "RIC") under Subchapter M of the Code. As a regulated investment company, each Fund intends to distribute all its net investment income and net capital gains to members or shareholders no less frequently than annually and, therefore, does not expect to be required to pay any federal income or excise taxes. The interests in the Funds are owned by one or more Separate Accounts that hold such interests pursuant to Contracts and by various funds of JNLST that are partnerships for U.S. federal income tax purposes.

Each Fund is treated as a corporation separate from VF LLC and JNLST for purposes of the Code. Therefore, the assets, income, and distributions of each Fund are considered separately for purposes of determining whether or not the Fund qualifies for treatment as a regulated investment company under Subchapter M of the Code.

Because the members of the Acquired Fund and shareholders of the Acquiring Fund are Separate Accounts of variable insurance contracts and certain other partnerships, the owners of which are Separate Accounts, there are no tax consequences to those members or shareholders from buying, holding, exchanging, and selling shares of the Funds, provided certain requirements are met. Distributions from the Funds are not taxable to those members or shareholders. However, owners of Contracts should consult the applicable Separate Account Prospectus for more detailed information on tax issues related to the Contracts.

The Funds intend to comply with the diversification requirements currently imposed by the Code and U.S. Treasury regulations thereunder, on separate accounts of insurance companies as a condition of maintaining the tax-advantaged status of the Contracts issued by Separate Accounts. The Investment Advisory

and Management Agreement requires the Funds to be operated in compliance with these diversification requirements. The Sub-Adviser may depart from the investment strategy of a Fund only to the extent necessary to meet these diversification requirements.

## **FINANCIAL HIGHLIGHTS**

The financial highlights table is intended to help you understand the financial performance of the Acquired Fund for the period of the Acquired Fund's operations. The following table provides selected per share data for one share of the Acquired Fund. Financial highlights are not included for the Acquiring Fund since the Acquiring Fund will not commence operations until the consummation of the Reorganization. The total returns in the table represent the rate that an investor would have earned (or lost) on an investment in the Acquired Fund (assuming reinvestment of all dividends and distributions) held for the entire period. The information does not reflect any charges imposed under a Contract. If charges imposed under a variable contract were reflected, the returns would be lower. You should refer to the appropriate Contract prospectus regarding such charges. Following the Reorganization, the Acquired Fund will be the accounting and performance survivor.

The annual information below has been derived from financial statements audited by KPMG LLP, an independent registered public accounting firm, and should be read in conjunction with the financial statements and notes thereto, together with the report of KPMG LLP thereon, in the VF LLC Annual Report. The information as of June 30, 2018 has not been audited. The Acquired Fund's financial statements are included in the VF LLC's Annual Report and Semi-Annual Report, which are available upon request.

**JNL Variable Fund LLC – Acquired Fund  
Financial Highlights  
For a Share Outstanding**

Period ended	Increase (decrease) from investment operations				Distributions from			Supplemental data		Ratios(a)		
	Net asset value, beginning of period(\$)	Net investment income (\$)(b)	Net realized gains & unrealized gains (losses)(\$)(c)	Total from investment operations(\$)	Net investment income(\$)	Net realized gains on investment transactions(\$)	Net asset value, end of period(\$)	Total return(%) (d)	Net assets, end of period (in thousands)(\$)	Portfolio turnover (%) (e)	Net expenses to average net assets(%) (f)	Net investment income (loss) to average net assets(%) (c)
<b>JNL/Mellon Capital JNL 5 Fund (Acquired Fund)(g)</b>												
<b>Class A</b>												
06/30/18	15.61	0.17	0.00	0.17	—	—	15.78	1.09	3,284,286	57	0.63	2.15
12/31/17	13.63	0.32	1.97	2.29	(0.31)	—	15.61	16.93	3,535,728	89	0.63	2.20
12/31/16	12.46	0.30	1.20	1.50	(0.33)	—	13.63	12.18	3,199,574	74	0.64	2.30
12/31/15	13.21	0.30	(0.70)	(0.40)	(0.35)	—	12.46	(3.02)	3,278,583	74	0.64	2.26
12/31/14	12.11	0.33	1.04	1.37	(0.27)	—	13.21	11.32	3,461,552	65	0.64	2.65
12/31/13	9.43	0.23	2.75	2.98	(0.30)	—	12.11	31.68 (h)	3,586,432	59	0.64	2.11
<b>Class I</b>												
06/30/18	15.66	0.19	0.00	0.19	—	—	15.85	1.21	272,388	57	0.33	2.45
12/31/17 †	13.66	0.32	2.01	2.33	(0.33)	—	15.66	17.24	286,158	89	0.35	2.14
12/31/16	12.49	0.32	1.21	1.53	(0.36)	—	13.66	12.40	12,357	74	0.44	2.50
12/31/15	13.25	0.32	(0.70)	(0.38)	(0.38)	—	12.49	(2.88)	11,596	74	0.44	2.46
12/31/14	12.14	0.35	1.06	1.41	(0.30)	—	13.25	11.59	11,465	65	0.44	2.83
12/31/13	9.45	0.25	2.76	3.01	(0.32)	—	12.14	31.96 (h)	10,840	59	0.44	2.31

† Prior to September 25, 2017, the Fund offered Class B shares. Effective September 25, 2017, Class B shares were renamed to Class I shares.  
(a) Annualized for periods less than one year.

- (b) Calculated using the average shares method.
- (c) Net investment income(loss) per share and ratios of net investment income(loss) to average net assets for Class I shares can be less than Class A shares for certain Funds or can be significantly more than Class A shares for certain Funds because the net assets for Class I shares increased significantly after the Funds of Funds investment in the Underlying Fund was sold in Class A and purchased in Class I effective September 25, 2017 and also as a result of the timing of income received in the Fund before and after September 25, 2017.
- (d) Total return assumes reinvestment of all distributions for the period. Total return is not annualized for periods less than one year and does not reflect payment of the expenses that apply to the variable accounts or any annuity charges and if it did performance would be lower.
- (e) Portfolio turnover is not annualized for periods of less than one year.
- (f) The expenses or expense waivers for the Fund's Class I shares were \$0.00 for certain days during the period and this was a result of the net assets for the Fund being below a level to generate an expense allocation greater than \$0.005 for that day. Additionally, the expenses or expense waivers for the Fund's Class I shares were \$0.01 for certain days during the period and this was a result of the net assets for the Fund being at a level to generate an expense allocation between \$0.005 and \$0.01 for that day and rounded to \$0.01. As a result, the ratios of net and total expenses to average net assets during the period for Class I shares can be less than or more than the anticipated ratios of net and total expenses to average net assets depending on the net assets that Class I shares acquired during the period.
- (g) Prior to September 25, 2017, the Fund accrued the Rule 12b-1 fee at the maximum annual rate up to 0.20% of the average daily net assets of Class A shares of the Fund. Effective September 25, 2017, the maximum annual rate for Rule 12b-1 fees paid by the Fund changed from 0.20% to 0.30% of the average daily net assets of the Class A shares of the Fund.

## **VOTING INFORMATION**

The following information applies to the Reorganization of the Acquired Fund and Acquiring Fund for which you are entitled to vote.

### **The Meeting**

The Meeting will be held at 12:30 p.m., Eastern Time, on March 15, 2019, at 1 Corporate Way, Lansing, Michigan 48951, together with any adjournment thereof. The Meeting is being held to consider and vote on the Plan of Reorganization, which provides for the reorganization of the JNL 5 Fund into the U.S. Equity Fund, and any other business that may properly come before the Meeting. Only members of the Acquired Fund are entitled to vote on this matter.

A copy of the Plan of Reorganization is attached hereto as Appendix A of this Proxy Statement/Prospectus.

The VF LLC Board fixed the close of business on January 25, 2019, as the Record Date for the determination of members entitled to notice of, and to vote at, the Meeting or any adjournment thereof.

### **Quorum and Voting**

The Amended and Restated Operating Agreement for VF LLC, as adopted on December 3, 2014 (the "Operating Agreement"), provides that the presence in person or by proxy of members entitled to cast the majority of votes shall constitute a quorum. Prior to the date upon which the Meeting is to be held, the VF LLC Board may postpone the Meeting one or more times for any reason by giving notice to each member entitled to vote at the Meeting so postponed of the place, date and hour at which the Meeting will be held. Such notice shall be given not fewer than two (2) days before the date of the Meeting. The Meeting may be adjourned by the chairperson of the Meeting from time to time to reconvene at the same or some other place as determined by the chairperson of the Meeting for any reason, including failure of the Proposal to receive sufficient votes for approval. No member vote shall be required for any adjournment. No notice need be given that the Meeting has been adjourned other than by announcement at the Meeting. Any business that might have been transacted at the original Meeting may be transacted at any adjourned Meeting.

The Operating Agreement further provides that votes may be cast in person or by proxy. No proxy shall be valid after eleven months from its date, unless otherwise provided in the proxy. Every proxy shall be in writing, subscribed by the member

or the member's duly authorized attorney, and dated, but need not be sealed, witnessed or acknowledged.

### **Required Vote**

The Operating Agreement does not confer on members a right to vote on consolidation or termination of a series of VF LLC. However, SEC rules under the 1940 Act require approval by a majority of the outstanding voting securities of the Acquired Fund where, among other things, a reorganization would result in a change to a fundamental investment policy or a change in investment advisory or sub-advisory contracts. Thus a majority of the outstanding voting securities of the Acquired Fund is required to approve its Reorganization.

Where a vote of the "majority of the outstanding voting securities" of a Fund is required to approve the Proposal, it shall mean the lesser of (i) 67% or more of the shares of the Fund entitled to vote thereon present in person or by proxy at the Meeting if holders of more than 50% of the outstanding shares of the Fund are present in person or represented by proxy, or (ii) more than 50% of the outstanding shares of the Fund. The approval of the Proposal depends upon whether a sufficient number of votes is cast for the Proposal. Accordingly, an instruction to abstain from voting on any proposal has the same practical effect as an instruction to vote against the Proposal.

### **Contract Owner Voting Instructions**

VF LLC is organized as a Delaware limited liability company, and JNLST is organized as a Massachusetts business trust. Shares of VF LLC and JNLST currently are sold only to Separate Accounts of the Insurance Companies to fund the benefits of variable insurance contracts, to certain non-qualified employee benefit plans of Jackson National, or directly to the Insurance Companies. In addition, shares of VF LLC and JNLST are sold to certain funds of JNLST and Jackson Variable Series Trust organized as funds-of-funds. Although the Insurance Companies legally own all of the shares of the Fund held in their respective Separate Accounts that relate to the Contracts, a portion of the value of each Contract is invested by the Insurance Companies, as provided in the Contract, in shares of one or more funds.

Contract Owners have the right under the interpretations of the 1940 Act to instruct the relevant Insurance Company how to vote the shares attributable to their Contract. Contract Owners at the close of business on the Record Date will be entitled to notice of the Meeting and to instruct the relevant Insurance Company how to vote at the Meeting or any adjourned session. The Insurance Company will vote all such shares in accordance with the voting instructions



timely given by the Contract Owners with assets invested in the Acquired Fund. Shares for which the Insurance Company receives a voting instruction card that is signed, dated, and timely returned but is not marked to indicate voting instructions will be treated as an instruction to vote the Shares in favor of the Proposal. Shares for which the Insurance Company receives no timely voting instructions from a Contract Owner will be voted by the applicable Insurance Company either for or against approval of the applicable Proposal, or as an abstention, in the same proportion as the Shares for which Contract Owners have provided voting instructions to the Insurance Company. The Insurance Companies and their affiliates will vote their own shares and shares held by other regulated investment companies in the same proportion as voting instructions timely given by Contract Owners. As a result, a small number of Contract Owners may determine the outcome of the vote.

Contract Owners may use the enclosed voting instructions form as a ballot to give their voting instructions for those shares attributable to their Contract as of the Record Date. The Insurance Companies have fixed the close of business on March 13, 2019 as the last day on which voting instructions will be accepted, other than those provided in person at the Meeting.

### **Proxy and Voting Instruction Solicitations**

The VF LLC Board is soliciting proxies from members of the Acquired Fund. The Insurance Companies are the members of record and are soliciting voting instructions from their Contract Owners as to how to vote at the Meeting. In addition to the mailing of these proxy materials, voting instructions may be solicited by letter, telephone or personal contact by officers or employees of VF LLC, JNLST, JNAM, or officers or employees of the Insurance Companies.

JNAM, as VF LLC's Administrator, has retained the services of Computershare Fund Services ("Computershare"), 2950 Express Drive South, Suite 210, Islandia, NY 11749. Under the agreement between JNAM and Computershare, Computershare will provide proxy distribution, solicitation, and tabulation services (the "Services"). The anticipated cost of the Services to be provided by Computershare in connection with this proxy solicitation is approximately \$201,675 and will be borne by JNAM.

The costs of printing and mailing of the Notice, this Proxy Statement/Prospectus, and the accompanying voting instruction card, and the solicitation of Contract Owner voting instructions, will be paid by JNAM. VF LLC does not expect to bear any significant expenses in connection with the Meeting or the solicitation of proxies and voting instructions.

## **Adjournments**

Any authorized voting instructions will be valid for any adjournment of the Meeting. If the management of VF LLC receives an insufficient number of votes to approve the Proposal, the Meeting may be adjourned to permit the solicitation of additional votes. Those persons named as proxies in the voting instructions have the discretion to vote for any such adjournment. The approval of the Proposal depends upon whether a sufficient number of votes are cast for the Proposal. Accordingly, an instruction to abstain from voting on the Proposal has the same practical effect as an instruction to vote against the Proposal.

## **Revocation of Voting Instructions**

Any person giving voting instructions may revoke them at any time prior to the Meeting by submitting to the Insurance Companies a superseding voting instruction form or written notice of revocation or by appearing and voting in person at the Meeting. Only the Contract Owner executing the voting instructions can revoke them. The Insurance Companies will vote the shares of the Acquired Fund in accordance with all properly executed and un-revoked voting instructions.

## **Outstanding Shares and Principal Members**

The Insurance Companies will vote on the Reorganization as instructed by their Contract Owners. As of January 25, 2019, the Managers and officers of VF LLC, as a group, beneficially owned less than 1% of the outstanding shares of the Acquired Fund and Acquiring Fund.

Because the shares of the Funds are sold only to the separate accounts of the Insurance Companies, certain funds of JNLST and Jackson Variable Series Trust organized as funds-of-funds, and certain non-qualified retirement plans, the Insurance Companies, through the Separate Accounts which hold shares in VF LLC and JNLST as funding vehicles for the Contracts and certain retirement plans, are the owners of record of substantially all of the shares of VF LLC and JNLST. In addition, Jackson National, through its general account, is the beneficial owner of shares in certain of the Funds, in some cases representing the initial capital contributed at the inception of a Fund, and in other cases representing investments made for other corporate purposes. The table below shows the number of outstanding shares of the Acquired Fund as of the Record Date that are entitled to vote at the Meeting.

<b>Fund</b>	<b>Total Number of Outstanding Shares</b>
JNL 5 Fund (Class A)	194,979,932.296
JNL 5 Fund (Class I)	15,797,890.983

As of the Record Date, January 25, 2019, the following person owned 5% or more of the shares of the Acquired Fund either beneficially or of record:

<b>JNL 5 Fund – Class I Shares</b>		
<b>Contract Owner’s Name/Address</b>	<b>Percent Ownership of Shares of the Fund</b>	<b>Percent Ownership of Shares of the Combined Fund (assuming the Reorganization occurs)</b>
JNL/Mellon Capital 10 x 10 Fund 1 Corporate Way Lansing, MI 48951	92.51%	92.51%

\* \* \* \* \*

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## **APPENDIX A**

### **PLAN OF REORGANIZATION**

#### **JNL VARIABLE FUND LLC** JNL/MELLON CAPITAL JNL 5 FUND

#### **JNL SERIES TRUST** JNL/RAFI® MULTI-FACTOR U.S. EQUITY FUND

This Plan of Reorganization has been entered into on June 21, 2019, by JNL VARIABLE FUND LLC ( “VF LLC”), a Delaware limited liability company, on behalf of its JNL/MELLON CAPITAL JNL 5 FUND (the “JNL 5 Fund,” or the “Acquired Fund”), and JNL SERIES TRUST (“JNLST”), a Massachusetts business trust, on behalf of its JNL/RAFI® MULTI-FACTOR U.S. EQUITY FUND (the “U.S. Equity Fund,” or the “Acquiring Fund”).

**WHEREAS**, VF LLC and JNLST are both registered with the U.S. Securities and Exchange Commission in accord with the provisions of the Investment Company Act of 1940, as amended (the “1940 Act”), each as an open-end management investment company, and each has established several separate series of shares (“funds”), with each fund having its own assets and investment policies;

**WHEREAS**, the Acquiring Fund is a “shell” series of JNLST without assets (other than nominal seed capital) or liabilities, created for the purpose of acquiring the assets and liabilities of the Acquired Fund;

**WHEREAS**, VF LLC’s Board of Managers, including a majority of the Managers who are not interested persons of VF LLC, has determined that participation in the transaction described herein is in the best interests of the Acquired Fund, and that the interests of the existing members of the Acquired Fund will not be diluted as a result of the transaction described herein;

**WHEREAS**, JNLST’s Board of Trustees, including a majority of the Trustees who are not interested persons of JNLST, has determined that the transaction described herein is in the best interests of the Acquiring Fund, and that the interests of the existing shareholders of the Acquiring Fund will not be diluted as a result of the transaction described herein;

**WHEREAS**, Article III, Section 1 of VF LLC’s Amended and Restated Operating Agreement, adopted December 3, 2014 (the “Operating Agreement”),

authorizes VF LLC's Board of Managers to conduct the business of VF LLC and carry on its operations;

**WHEREAS**, Article II, Section 2.1 of JNLST's Amended and Restated Declaration of Trust, dated September 25, 2017 (the "JNLST Declaration of Trust"), authorizes the Board of Trustees to conduct the business of JNLST and carry on its operations;

**WHEREAS**, VF LLC's Board of Managers, including a majority of the Managers who are not interested persons of VF LLC, has approved the reorganization of the Acquired Fund with and into the Acquiring Fund (the "Reorganization"), subject to the approval of the members of the Acquired Fund;

**WHEREAS**, JNLST's Board of Trustees, including a majority of the Trustees who are not interested persons of JNLST, has approved the reorganization of the Acquired Fund with and into the Acquiring Fund, subject to the approval of the members of the Acquired Fund; and

**WHEREAS**, this Plan of Reorganization is intended to be and is adopted as a plan of reorganization within the meaning of Section 368 of the Internal Revenue Code of 1986, as amended (the "Code").

**NOW, THEREFORE**, all the assets, liabilities and interests of the Acquired Fund shall be transferred on the Closing Date to the Acquiring Fund, as described below; provided, however, that such transaction shall not occur unless and until this Plan of Reorganization shall have first been approved by a majority of the outstanding voting securities of the Acquired Fund as provided in Section 2(a)(42) of the 1940 Act; and provided further that VF LLC's Board of Managers or JNLST's Board of Trustees may terminate this Plan of Reorganization at or prior to the Closing Date:

1. The Closing Date shall be June 21, 2019, or if the New York Stock Exchange or another primary trading market for portfolio securities of the Acquired Fund or the Acquiring Fund (each, an "Exchange") is closed to trading or trading thereon is restricted, or trading or the reporting of trading on an Exchange or elsewhere is disrupted so that, in the judgment of either VF LLC's Board of Managers or JNLST's Board of Trustees, accurate appraisal of the value of either the Acquired Fund's or the Acquiring Fund's net assets and/or the net asset value per share of Acquiring Fund shares is impracticable, the Closing Date shall be postponed until the first business day after the day when such trading has been fully resumed and such reporting has been restored;

2. The obligations of the Acquired Fund and the Acquiring Fund to complete the transaction described herein shall be subject to receipt by the Acquired Fund and the Acquiring Fund of an opinion of tax counsel substantially to the effect that, on the basis of existing provisions of the Code, U.S. Treasury Regulations promulgated thereunder, current administrative rules, pronouncements, and court decisions, and subject to certain qualifications, the Reorganization is more likely than not to qualify as a tax-free reorganization under Section 368(a)(1) of the Code. The delivery of such opinion is conditioned upon receipt by tax counsel of representations it shall request from the Acquired Fund and the Acquiring Fund.
3. On or before the Closing Date, and before effecting the Reorganization described herein, JNLST shall have received a satisfactory written opinion of legal counsel as to such transaction that the securities to be issued in connection with such transaction have been duly authorized and, when issued in accordance with this Plan of Reorganization, will have been validly issued and fully paid and will be non-assessable by JNLST on behalf of the Acquiring Fund.
4. In exchange for all of its shares of the Acquired Fund, each member of such Acquired Fund shall receive a number of shares, including fractional shares, of the corresponding share class of the Acquiring Fund equal in dollar value to the number of whole and fractional shares that such member owns in such Acquired Fund. Each member of such Acquired Fund shall thereupon become a shareholder of the Acquiring Fund.
5. For purposes of this transaction, the value of the shares of the Acquiring Fund and the Acquired Fund shall be determined as of 4:00 p.m., Eastern Time, on the Closing Date. Those valuations shall be made in the usual manner as provided in the relevant prospectus of VF LLC or JNLST.
6. Upon completion of the foregoing transactions, the Acquired Fund shall be terminated and no further shares shall be issued by it. The classes of VF LLC's shares representing such Acquired Fund shall thereupon be closed and the shares previously authorized for those classes shall be reclassified by JNLST's Board of Trustees. VF LLC's Board of Managers and management of VF LLC shall take whatever actions may be necessary under Delaware law and the 1940 Act to effect the termination of the Acquired Fund.

7. The costs and expenses associated with the Reorganization relating to the solicitation of proxies, including preparing, filing, printing, and mailing of the proxy statement and related disclosure documents, and the costs and expenses related to the preparation of the tax opinion and obtaining a consent of independent registered public accounting firm will be borne by Jackson National Asset Management, LLC (“JNAM”), and no sales or other charges will be imposed on Contract Owners in connection with the Reorganization. The legal expenses associated with the Reorganization, including the legal fees incurred in connection with the analysis under the Code of the tax treatment of this transaction, as well as the costs associated with the preparation of the tax opinion, will also be borne by JNAM.
8. The Funds acknowledge and agree that:
  - a. The Acquiring Fund was established in order to effect the transaction(s) described in this Plan of Reorganization and, prior to the Closing Date, (i) will have carried on no business activity (apart from holding the initial investment of the initial shareholder), (ii) will not have had any tax attributes (including those specified in Section 381(c) of the Code), (iii) will not have held any property (other than a de minimis amount of assets to facilitate the transaction(s) described in this Plan of Reorganization) and immediately following the consummation of the Reorganization, the Acquiring Fund will possess solely assets and liabilities that were possessed by the Acquired Fund immediately prior to the Reorganization; provided, however, that at the time of or before the Reorganization, the Acquiring Fund may hold a de minimis amount of assets to facilitate its organization.
  - b. In connection with the Reorganization, all Acquiring Fund shares that are or will be issued will be in respect of Acquired Fund shares, other than a de minimis amount of Acquiring Fund shares that may be issued by the Acquiring Fund to facilitate its organization.
  - c. Immediately following the consummation of the Reorganization, all of the outstanding shares of the Acquiring Fund will be owned by the former members of the Acquired Fund, who will own such shares solely by reason of their ownership of shares of the Acquired Fund immediately prior to the Reorganization.



- d. The Acquiring Fund has no plan or intention to issue additional shares following the Reorganization, as part of the Reorganization. However, as an open-end investment company, the Acquiring Fund will issue additional shares in the ordinary course of its business.
- e. There is no plan or intention to (i) liquidate the Acquiring Fund, (ii) merge the Acquiring Fund into any other corporation or business trust or (iii) issue shares to any shareholder other than a shareholder of the Acquired Fund, except (in the case of (iii)) shares issued in the ordinary course of the Acquiring Fund's business as an open-end investment company.
- f. As of the consummation of the Reorganization, the Acquired Fund will not have transferred any of its assets held immediately prior to the Reorganization to any corporation other than the Acquiring Fund in a transaction to which Section 381 of the Code applies.
- g. No payments will be made by the Acquired Fund or the Acquiring Fund to its shareholders in connection with or as a result of this Plan of Reorganization or the Reorganization, except that the Acquired Fund and the Acquiring Fund will, in the ordinary course of their business as open-end investment companies, make distributions of dividends paying out investment income or capital gains, and distributions in redemption of shares.

A copy of the Operating Agreement for VF LLC is on file with the Secretary of the State of Delaware. A copy of the JNLST Declaration of Trust is on file with the Secretary of the Commonwealth of Massachusetts. Notice is hereby given that this instrument is executed on behalf of VF LLC Managers as Managers and JNLST Trustees as Trustees, and is not binding on any of the Managers, Trustees, officers, members of VF LLC, or shareholders of JNLST individually, but only binding on the assets and properties of the Acquired Fund or the Acquiring Fund, respectively.

**IN WITNESS WHEREOF**, VF LLC, on behalf of the JNL 5 Fund, and JNLST, on behalf of the U.S. Equity Fund, have caused this Plan of Reorganization to be executed and attested in the City of Chicago, State of Illinois, on the date first written above.

JNL SERIES TRUST

By: \_\_\_\_\_  
Mark D. Nerud, Trustee, President, and  
Chief Executive Officer

Attest: \_\_\_\_\_  
Susan S. Rhee, Vice President, Chief Legal  
Officer, and Secretary

JNL VARIABLE FUND LLC

By: \_\_\_\_\_  
Mark D. Nerud, Manager, President, and  
Chief Executive Officer

Attest: \_\_\_\_\_  
Susan S. Rhee, Vice President, Chief Legal  
Officer, and Secretary

## APPENDIX B

### More Information on Strategies and Risk Factors

#### Acquired Fund

#### JNL/Mellon Capital JNL 5 Fund Class A Class I

**Investment Objective.** The investment objective of the Fund is total return through capital appreciation and dividend income.

**Principal Investment Strategies.** The Fund seeks to achieve its objective by investing in the securities that are identified by a model based on 5 different specialized strategies:

- 20% in the Dow<sup>SM</sup> 10 Strategy, a dividend yielding strategy;
- 20% in the S&P<sup>®</sup> 10 Strategy, a blended valuation-momentum strategy;
- 20% in the Global 15 Strategy, a dividend yielding strategy;
- 20% in the 25 Strategy, a dividend yielding strategy; and
- 20% in the Select Small-Cap Strategy, a small capitalization strategy.

The principal investment strategies for each of the above strategies are described below. There are no corresponding Funds using these strategies.

The securities for each strategy are selected only once annually on each Security Selection Date. The Security Selection Date will be on or about January 1 of each year. The Sub-Adviser generally uses a buy and hold strategy, trading only around each Security Selection Date, when cash flow activity occurs, and for dividend reinvestment. The Sub-Adviser may also trade for mergers if the original security is not from the surviving company. The Fund expects to invest in the securities determined by each of the strategies following the above specified percentage allocation.

Between the January 1<sup>st</sup> Security Selection Dates, when cash inflows and outflows require, the Sub-Adviser makes new purchases and sales of securities of the five specialized strategies in approximately the same proportion that such securities are then held in the Fund (determined based on market value).

Certain provisions of the 1940 Act and the Internal Revenue Code may limit the ability of the Fund to invest in certain securities in excess of certain percentage limitations.

## *The Dow<sup>SM</sup> 10 Strategy*

**Principal Investment Strategies.** The Dow 10 Strategy seeks to achieve its objective by investing approximately equal amounts in the ten securities that comprise the Dow Jones Industrial Average (“DJIA”) which have the highest indicated annual dividend yields. The ten securities are selected only once annually on each Security Selection Date. The Security Selection Date will be on or about January 1<sup>st</sup> of each year. The Sub-Adviser generally uses a buy and hold strategy, trading only around each Security Selection Date, when cash flow activity occurs in the Strategy and for dividend reinvestment. The Sub-Adviser may also trade for mergers if the original security is not from the surviving company.

The ten securities are chosen on each Security Selection Date as follows:

- The Sub-Adviser determines the dividend yield on each security in the DJIA on the Security Selection Date; and
- The Sub-Adviser allocates approximately equal amounts of the Dow 10 Strategy to the ten securities in the DJIA that have the highest dividend yield; and
- The Sub-Adviser reviews the liquidity profiles of the securities selected, and, when deemed appropriate, will remove the illiquid securities that may cause undue market impact and replace them with the next highest ranked securities with better liquidity.

Securities which, as of the Security Selection Date, Dow Jones has announced will be removed from the DJIA will be removed from the universe of securities from which the Dow 10 Strategy securities are selected.

## *The Global 15 Strategy*

**Principal Investment Strategies.** The Global 15 Strategy seeks to achieve its objective by investing in the securities of certain dividend-paying companies which are components of the Dow Jones Industrial Average (“DJIA”), the Financial Times Ordinary Index (“FT30 Index”) and the Hang Seng Index. The Global 15 Strategy consists of the five securities with the lowest per share stock price of the ten securities in each of the DJIA, the FT30 Index and the Hang Seng Index, respectively, that have the highest dividend yields in their respective index. The fifteen securities are selected only once annually on each Security Selection Date. The Security Selection Date will be on or about January 1<sup>st</sup> of each year. The Sub-Adviser generally uses a buy and hold strategy, trading only around each Security Selection Date, when cash flow activity occurs in the Strategy and for dividend reinvestment. The Sub-Adviser may also

trade for mergers if the original security is not from the surviving company. The fifteen securities are chosen on each Security Selection Date as follows:

- The Sub-Adviser determines the dividend yield on each security in the DJIA, the FT30 Index and the Hang Seng Index;
- The Sub-Adviser determines the ten securities that comprise each of the DJIA, the FT30 Index and the Hang Seng Index that have the highest dividend yield in the respective index;
- Out of those companies, the Sub-Adviser allocates approximately equal amounts of the Global 15 Strategy to the 5 securities in each index with the lowest price per share; and
- The Sub-Adviser reviews the liquidity profiles of the securities selected, and, when deemed appropriate, will remove the illiquid securities that may cause undue market impact and replace them with the next highest ranked securities with better liquidity in each index.

Securities which, as of the Security Selection Date, will be removed from the DJIA, the FT 30 Index and the Hang Seng Index will be removed from the universe of securities from which the Global 15 Strategy securities are selected.

### *The 25 Strategy*

**Principal Investment Strategies.** The 25 Strategy seeks to achieve its objective by investing in the securities of 25 dividend-paying companies selected from a pre-screened subset of the securities listed on the New York Stock Exchange (“NYSE”). The 25 securities are selected only once annually on each Security Selection Date. The Security Selection Date will be on or about January 1<sup>st</sup> of each year. The Sub-Adviser generally uses a buy and hold strategy, trading only around each Security Selection Date, when cash flow activity occurs in the Strategy and for dividend reinvestment. The Sub-Adviser may also trade for mergers if the original security is not from the surviving company.

Securities which, as of the Security Selection Date, will be removed from the NYSE will be removed from the universe of securities from which the 25 Strategy securities are selected.

The 25 securities are selected through the following five-step process on each Security Selection Date:

- The Sub-Adviser selects all the dividend-paying securities listed on the NYSE (excluding financial, real estate investment trusts, transportation and utility stocks, American Depositary Receipts, limited partnerships, limited liability companies, other companies that share similar tax

structures and treatments, or any security included in the Dow Jones Industrial Average);

- Those securities are then ranked from highest to lowest market capitalization, and the Sub-Adviser selects the 400 highest market capitalization securities;
- Those 400 securities are then ranked, in terms of dividend yield, from highest to lowest, and the Sub-Adviser selects the 75 highest dividend-yielding securities;
- From the remaining 75 securities, the Sub-Adviser eliminates the 50 highest dividend-yielding securities and selects the remaining 25 securities;
- The Sub-Adviser allocates approximately equal amounts of the 25 Strategy to the 25 securities selected for the portfolio; and
- The Sub-Adviser reviews the liquidity profiles of the securities selected, and, when deemed appropriate, will remove the illiquid securities that may cause undue market impact and replace them with the next highest ranked securities with better liquidity.

Between Security Selection Dates, when cash inflows and outflows require, the Sub-Adviser makes new purchases and sales of the 25 selected securities in approximately the same proportion that such securities are then held in the 25 Strategy (determined based on market value).

### *The S&P® 10 Strategy*

**Principal Investment Strategies.** The S&P 10 Strategy seeks to achieve its objective by investing approximately equal amounts in the ten securities selected from a pre-screened subset of the securities listed in the Standard & Poor's 500 Composite Stock Price Index ("S&P 500® Index").

The S&P 10 Strategy is determined as follows:

- The Sub-Adviser ranks the securities in the S&P 500® Index by market capitalization;
- The Sub-Adviser selects half of the securities in the S&P 500® Index with the largest market capitalization;
- From the selected securities, the Sub-Adviser selects the half with the lowest price to sales ratio;
- From the selected securities, the Sub-Adviser selects the ten securities with the greatest one-year price appreciation;
- The Sub-Adviser allocates approximately equal amounts of the S&P 10 Strategy to the selected ten securities; and

- The Sub-Adviser reviews the liquidity profiles of the securities selected, and, when deemed appropriate, will remove the illiquid securities that may cause undue market impact and replace them with the next highest ranked securities with better liquidity.

Securities which, as of the Security Selection Date, S&P has announced will be removed from the S&P 500<sup>®</sup> Index will be removed from the universe of securities from which the S&P 10 Fund stocks are selected.

### *The Select Small-Cap Strategy*

**Principal Investment Strategies.** Under normal circumstances, the Select Small-Cap Strategy seeks to achieve its objective by investing at least 80% of its assets (net assets plus the amount of any borrowings made for investment purposes) in a portfolio of common stocks of 100 small capitalization (“small cap”) companies selected from a pre-screened subset of the common stocks listed on the New York Stock Exchange (“NYSE”) or The Nasdaq Stock Market (“Nasdaq”) on each Stock Selection Date. The population of securities from which the Strategy’s stocks are selected is limited to stocks within a specific market capitalization range. The Sub-Adviser will adjust these requirements on each Security Selection Date based on the total return of the Russell 2000 benchmark for the applicable period.

Companies which, as of the Security Selection Date, will be removed from the NYSE and the Nasdaq Stock Market will also be removed from the universe of securities from which the Select-Small-Cap Strategy securities are selected.

The Select Small-Cap Strategy consists of a portfolio of 100 securities selected through the following process on each Security Selection Date:

- The Sub-Adviser selects all U.S. traded securities which trade on the NYSE or Nasdaq (excluding American Depositary Receipts, mineral and oil royalty trusts, limited partnerships, limited liability companies, or other securities that share similar tax structures and treatments);
- From those securities, the Sub-Adviser then selects only those securities which have a market capitalization within the applicable range;
- From the remaining securities, the Sub-Adviser selects only the securities with positive three-year sales growth;
- Next, from the remaining securities, the Sub-Adviser selects only the securities whose most recent annual earnings are positive;
- The Sub-Adviser then eliminates any security the price of which has appreciated by more than 75% in the last 12 months;

- From the remaining list, the Sub-Adviser selects the 100 securities with the greatest price appreciation in the last 12 months (highest to lowest);
- The Select Small-Cap Fund purchases the selected 100 securities, allocating its assets among them in proportion to the relative market capitalization of each security; and
- The Sub-Adviser reviews the liquidity profiles of the securities selected, and, when deemed appropriate, will removed the illiquid securities that may cause undue market impact and replace them with the next highest ranked securities with better liquidity.

In each of the above steps, monthly and rolling quarterly data are used in place of annual figures where possible.

The Sub-Adviser will choose only one share class of a security to be represented in each of the 5 listed strategies of the Fund if the specific security selection model selects multiple share classes of the same security.

The Fund may invest in a combination of exchange-traded funds (“ETFs”) to assist with fund re-balances and to meet redemption or purchase requests.

The Fund may invest in financial futures, a type of derivative, to obtain market exposure consistent with the Fund’s investment objective and strategies, to provide liquidity for cash flows, to hedge dividend accruals or for other purposes that facilitate meeting the Fund’s objective. In addition, the Fund may use foreign currency forward contracts, a type of derivative, to maintain appropriate currency exposures.

The Fund is “non-diversified” under the 1940 Act and may invest more of its assets in securities of fewer issuers than would a “diversified” mutual fund.

**Principal Risks of Investing in the Fund.** An investment in the Fund is not guaranteed. As with any mutual fund, the value of the Fund’s shares will change, and you could lose money by investing in the Fund. The following descriptions of the principal risks do not provide any assurance either of the Fund’s investment in any particular type of security, or assurance of the Fund’s success in its investment selections, techniques and risk assessments. As a managed portfolio, the Fund may not achieve its investment objective for a variety of reasons including changes in the financial condition of issuers (due to such factors as management performance, reduced demand or overall market changes), fluctuations in the financial markets, declines in overall securities prices, or the Sub-Adviser investment techniques otherwise failing to achieve the Fund’s investment objective. The principal risks of investing in the Fund include:



- *Derivatives risk*
- *Equity securities risk*
- *Exchange-traded funds investing risk*
- *Financial services risk*
- *Foreign regulatory risk*
- *Foreign securities risk*
- *Forward and futures contract risk*
- *Limited management, trading cost and rebalance risk*
- *Market risk*
- *Non-diversification risk*
- *Portfolio turnover risk*
- *Passive investment risk*
- *Small-capitalization investing risk*

Please see the “Glossary of Risks” section at the end of Appendix B for a description of these risks. There may be other risks that are not listed in this Prospectus that could cause the value of your investment in the Fund to decline and that could prevent the Fund from achieving its stated investment objective. This Prospectus does not describe all of the risks of every technique, investment strategy or temporary defensive position that the Fund may use. For additional information regarding the risks of investing in the Fund, please refer to the Fund’s Statement of Additional Information.

**Additional Information About the Other Investment Strategies, Other Investments and Risks of the Fund (Other than Principal Strategies/Risks).**

To effectively manage cash inflows and outflows, the Fund may maintain a cash position of up to 5% of net assets under normal circumstances primarily consisting of shares of money market mutual funds including the affiliated JNL Government Money Market Fund and investments in other investment companies (such as exchange traded funds) to the extent permitted under the 1940 Act. The Fund may also invest in money market instruments.

The performance of the Fund depends on the Sub-Adviser’s ability to effectively implement the investment strategies of this Fund and will also depend on the performance of the stocks selected that meet the stock selection criteria.

There may be additional risks that may affect the Fund’s ability to achieve its stated investment objective. Those additional risks are:

- *Concentration risk*
- *Currency risk*
- *Cybersecurity risk*
- *Expense risk*

- *Investment strategy risk*
- *License termination risk*
- *Liquidity risk*
- *Redemption risk*
- *Regulatory investment limits risk*
- *Securities lending risk*

Please see the “Glossary of Risks” section at the end of Appendix B for a description of these risks.

In addition, the performance of the Fund depends on the Sub-Adviser's abilities to effectively implement the investment strategies of the Fund.

The Fund's Statement of Additional Information has more information about the Fund's authorized investments and strategies, as well as the risks and restrictions that may apply to it.

### **Acquiring Fund**

#### **JNL/RAFI® Multi-Factor U.S. Equity Fund**

**Class A**

**Class I**

**Investment Objective.** The investment objective of the Fund is to match the performance of the RAFI® Multi-Factor U.S. Index.

**Principal Investment Strategies.** The Fund seeks to achieve its investment objective by investing under normal circumstances at least 80% of its assets (net assets plus the amount of any borrowings made for investment purposes) in the component securities (“Component Securities”) of the RAFI Multi-Factor U.S. Index (the “Index”). The Fund may invest the remainder of its assets in cash, securities, and instruments that are not Component Securities but which Mellon Investments Corporation, the Fund's sub-adviser (“Sub-Adviser”), believes will help the Fund track its Index. The Index is designed to provide long-only exposure to multiple equity factors that seek to produce attractive long-term returns, and which may lower risk compared to less diversified strategies. The Fund attempts to replicate the Index by investing all or substantially all of its assets in the stocks that make up the Index. Indexing may offer a cost-effective investment approach to gaining diversified market exposure over the long-term.

The Index is constructed by RAFI Indices, LLC (the “Index Provider”). The Index Provider uses a rules-based approach to construct factor portfolios within the Index. The universe for the Index construction process starts with all common equity securities traded on primary exchanges, which meet and pass

minimum liquidity and investability (capacity) requirements, issued by companies that are assigned to the United States by the Index Provider. The Index Provider assigns companies to countries and promulgates that assignment to securities. Eligible securities are then determined by selecting companies based on fundamental weight, calculated using four accounting measures from company financial statements: (i) de-levered sales, calculated as company sales averaged over the past five years multiplied by the ratio of average equity to average assets; (ii) cash flow, taken as the company operating cash flow averaged over the past five years; (iii) dividend plus buybacks, calculated using the average dividends paid and share buybacks over the past five years; and (iv) book value, taken as the most recent company book value.

The Index consists of “factor portfolios,” each of which emphasizes one of the following factors: value, low volatility, quality, momentum, and size.

- The value factor emphasizes companies with high ratio of company fundamental weight to its market capitalization weight.
- The low volatility factor emphasizes companies with low risk measure calculated as the variance of a company’s daily excess return over five years explained by global, local country groups, and global industry excess returns.
- The quality factor emphasizes companies that are high in profitability and low in investment spending.
- The momentum factor emphasizes stocks with high momentum.
- The size factor is the equal weight of the small company portions, based on a company’s fundamental weight, of the other four factors. A company’s fundamental weight may be adjusted by a “free float factor,” which is the ratio of the total market capitalization of the shares of the company in free float to the total market capitalization of the company.

For the value, low volatility, and quality “factor portfolios,” eligible securities are ranked by their factor score, and the top 25% of companies by fundamental weight are selected for inclusion within that “factor portfolio.” For the momentum “factor portfolio,” eligible securities are ranked by their momentum score and the top 50% of companies by fundamental weight are selected for inclusion.

The Index is reconstituted on an annual basis and rebalanced on a quarterly basis. As of September 30, 2018, the Index consisted of 871 Component Securities. The Index allocates an equal weight to each factor at each quarterly rebalance.

Each factor (other than momentum) is reconstituted annually on the last business day of March and rebalanced on a quarterly staggered basis on the last business day of March, June, and September and the third Friday of December. For example, a single factor will be divided into four similar tranches. At the first quarterly rebalance, the first tranche (i.e., 25% of the factor) is rebalanced, but the remaining three tranches (i.e., the other 75% of the factor) are not rebalanced and will continue to drift until the next quarterly rebalance. At the next quarterly rebalance, the second tranche is rebalanced while the other three tranches (including the tranche that was rebalanced at the prior quarter-end) are not rebalanced. This staggered rebalancing is intended to diversify risk and decrease market impact. The momentum factor, unlike the other factors, is reconstituted and fully rebalanced quarterly. At each quarterly rebalance, trading controls are implemented to minimize turnover.

The Sub-Adviser uses a “passive” or “indexing” approach to try to achieve the Fund’s investment objective. The Fund does not employ traditional methods of active investment management, which involves the buying and selling of securities based upon security analysis.

The Fund may also invest in exchange-traded funds (“ETFs”) to assist with index rebalances and to meet redemption or purchase requests. The Fund’s holdings are rebalanced on a regular basis to reflect changes in the composition of the Index.

The Fund may invest, without limitation, in U.S. equity and equity-related securities, including common and preferred securities. The Fund may also invest in derivative instruments, such as options, futures contracts or swap agreements.

**Principal Risks of Investing in the Fund.** An investment in the Fund is not guaranteed. As with any mutual fund, the value of the Fund’s shares will change, and you could lose money by investing in the Fund. The following descriptions of the principal risks do not provide any assurance either of the Fund’s investment in any particular type of security, or assurance of the Fund’s success in its investment selections, techniques and risk assessments. As a managed portfolio, the Fund may not achieve its investment objective for a variety of reasons including changes in the financial condition of issuers (due to such factors as management performance, reduced demand or overall market changes), fluctuations in the financial markets, declines in overall securities prices, or the Sub-Adviser’s investment techniques otherwise failing to achieve the Fund’s investment objective. The principal risks of investing in the Fund include:

- *Index investing risk*

- *Passive investment risk*
- *License termination risk*
- *Tracking error risk*
- *Limited management, trading cost and rebalance risk*
- *Equity securities risk*
- *Small-capitalization investing risk*
- *Market risk*
- *Derivatives risk*
- *Exchange-traded funds investing risk*
- *Foreign regulatory risk*

Please see the “Glossary of Risks” section at the end of Appendix B for a description of these risks. There may be other risks that are not listed in this Prospectus that could cause the value of your investment in the Fund to decline and that could prevent the Fund from achieving its stated investment objective. This Prospectus does not describe all of the risks of every technique, investment strategy or temporary defensive position that the Fund may use. For additional information regarding the risks of investing in the Fund, please refer to the Fund’s Statement of Additional Information.

**Additional Information About the Other Investment Strategies, Other Investments and Risks of the Fund (Other than Principal Strategies/Risks).**

There may be additional risks that may affect the Fund’s ability to achieve its stated investment objective. Those additional risks are:

- *Credit risk*
- *Cybersecurity risk*
- *Investment strategy risk*
- *Issuer risk*
- *Leverage risk*
- *Liquidity risk*

Please see the “Glossary of Risks” section at the end of Appendix B for a description of these risks.

In addition, the performance of the Fund depends on the Sub-Adviser's ability to effectively implement the investment strategies of the Fund.

The Fund’s Statement of Additional Information has more information about the Fund's authorized investments and strategies, as well as the risks and restrictions that may apply to it.

## **Glossary of Risks**

**Concentration risk** – The Fund may concentrate its investments in certain securities. To the extent that the Fund focuses on particular countries, regions, industries, sectors, issuers, types of investment or limited number of securities from time to time, the Fund may be subject to greater risks of adverse economic, business or political developments in such areas of focus than a fund that invests in a wider variety of countries, regions, industries, sectors or investments.

### *Industry*

Companies within an industry are often faced with the same economic conditions, government regulations, availability of basic resources or supplies, or other events that affect that industry, and their stock may react similarly and move in unison with these and other market conditions. As a result, stocks within a certain industry in which the Fund invests may be more volatile, and carry greater risk of adverse developments affecting many of the Fund's holdings, than a mixture of stocks of companies from a wide variety of industries.

### *Geographic*

To the extent that the Fund has a significant level of investment in issuers in particular countries or regions, the Fund's performance is expected to be closely tied to social, political and economic conditions within those countries or regions and to be more volatile than the performance of more geographically diversified funds. The economies and financial markets of certain regions can be highly interdependent and may decline all at the same time. In addition, certain regions are prone to natural disasters such as earthquakes, volcanoes, droughts or tsunamis and are economically sensitive to environmental events. Such events may have a negative impact on the value of the Fund's investments in those regions.

### *Security*

The Fund's portfolio may invest in a limited number of securities. As compared to other Funds, this could subject the Fund to additional risk if one of the portfolio securities declines in price, or if certain sectors of the market experience a downturn. It may take additional time to sell all or part of a Fund's investment in a particular security, and consequently, concentrating portfolio investments may also limit the ability of the Fund to take advantage of other investment opportunities.

**Credit risk** – The price of a debt security can decline in response to changes in the financial condition of the issuer, borrower, guarantor, counterparty, or other

entity responsible for payment. The Fund could lose money if the issuer or guarantor of a fixed-income security, or the counterparty to a derivatives contract, repurchase agreement or a loan of portfolio securities, is unable or unwilling to make timely principal and/or interest payments, or to otherwise honor its obligations. Changes in an issuer's financial strength, the market's perception of the issuer's financial strength or in a security's credit rating, which reflects a third party's assessment of the credit risk presented by a particular issuer, may affect debt securities' value. When a fixed-income security is not rated, the Fund's investment manager may have to assess the risk of the security itself. The Fund may incur substantial losses on debt securities that are inaccurately perceived to present a different amount of credit risk by the market, the investment manager or the rating agencies than such securities actually do. In addition, to the extent the Fund invests in municipal bonds, they are subject to the risk that litigation, legislation or other political events, local business or economic conditions, or the bankruptcy of the issuer could have a significant effect on an issuer's ability to make payments of principal and/or interest.

**Currency risk** – Investments in foreign currencies, securities that trade in or receive revenues in foreign currencies or derivatives that provide exposure to foreign currencies are subject to the risk that those currencies may decline in value, or, in the case of hedging positions, that the currency may decline in value relative to the currency being hedged. Currency exchange rates can be volatile and may be affected by a number of factors, such as the general economics of a country, the actions (or inaction) of U.S. and foreign governments or central banks, the imposition of currency controls, and speculation. The Fund accrues additional expenses when engaging in currency exchange transactions, and valuation of a Fund's foreign securities may be subject to greater risk because both the price of the currency (relative to the U.S. dollar) and the price of the security may fluctuate with market and economic conditions. A decline in the value of a foreign currency versus the U.S. dollar reduces the value in U.S. dollars of investments denominated in that foreign currency.

**Cybersecurity risk** – Cyber attacks could disrupt daily operations related to trading and portfolio management. In addition, technology disruptions and cyber attacks may impact the operations or securities prices of an issuer or a group of issuers, and thus may have an adverse impact on the value of the Fund's investments. Cyber attacks on securities markets or the financial services infrastructure could cause market volatility or the failure of critical financial services. Cyber attacks on a Fund's Sub-Adviser(s) and service providers could cause business failures or delays in daily processing, and the Funds may not be able to issue a NAV per share. As a result, cyber attacks

could impact the performance of the Funds. See the “Technology Disruptions” section in this Prospectus.

**Derivatives risk** – Certain Funds may invest in derivatives, which are financial instruments whose value depends on, or is derived from, the value of underlying assets, reference rates, or indices. Derivatives can be highly volatile and may be subject to transaction costs and certain risks, such as unanticipated changes in securities prices and global currency investment. Derivatives also are subject to a number of risks described elsewhere in this section, such as leverage risk, liquidity risk, interest rate risk, market risk, counterparty risk, and credit risk. They also involve the risk of mispricing or improper valuation and the risk that changes in the value of the derivative may not correlate perfectly with the underlying asset, interest rate or index. Gains or losses from derivatives can be substantially greater than the derivatives’ original cost. Certain derivatives transactions may subject the Fund to counterparty risk.

The Fund’s investment manager must choose the correct derivatives exposure versus the underlying assets to be hedged or the income to be generated, in order to realize the desired results from the investment. The Fund’s investment manager must also correctly predict price, credit or their applicable movements, during the life of a derivative, with respect to the underlying asset in order to realize the desired results from the investment.

The Fund could experience losses if its derivatives were poorly correlated with its other investments, or if the Fund were unable to liquidate its position because of an illiquid secondary market. The market for many derivatives is, or suddenly can become, illiquid. Changes in liquidity may result in significant, rapid and unpredictable changes in the prices for derivatives. The value of derivatives may fluctuate more rapidly than other investments, which may increase the volatility of the Fund, depending on the nature and extent of the derivatives in the Fund’s portfolio.

If the Fund’s investment manager uses derivatives in attempting to manage or “hedge” the overall risk of the portfolio, the strategy might not be successful and the Fund may lose money. To the extent that the Fund is unable to close out a position because of market illiquidity or counterparty default, the Fund may not be able to prevent further losses of value in its derivatives holdings and the Fund’s liquidity may be impaired to the extent that it has a substantial portion of its otherwise liquid assets marked as segregated on its books to cover its obligations under such derivative instruments.

The Fund may also be required to take or make delivery of an underlying instrument that the manager would otherwise have attempted to avoid. Investors should bear in mind that, while a Fund may intend to use derivative strategies on



a regular basis, it is not obligated to actively engage in these transactions, generally or in any particular kind of derivative, if the investment manager elects not to do so due to availability, cost or other factors.

The Fund's use of derivative instruments may involve risks different from, or possibly greater than, the risks associated with investing directly in securities and other more traditional investments. Certain derivative transactions may have a leveraging effect on the Fund. For example, a small investment in a derivative instrument may have a significant impact on the Fund's exposure to interest rates, currency exchange rates or other investments. As a result, a relatively small price movement in a derivative instrument may cause an immediate and substantial loss or gain. The Fund may engage in such transactions regardless of whether the Fund owns the asset, instrument or components of the index underlying the derivative instrument. The Fund may invest a portion of its assets in these types of instruments, which could cause the Fund's investment exposure to exceed the value of its portfolio securities and its investment performance could be affected by securities it does not own.

The U.S. Government has enacted legislation that provides for new regulation of the derivatives market, including clearing, margin, reporting, and registration requirements. The CFTC, SEC and other federal regulators have been tasked with developing the rules and regulations enacting the provisions of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act"). While certain of the rules are effective, other rules are not yet final and/or effective, so its ultimate impact remains unclear. The Dodd-Frank Act substantially increased regulation of the over-the-counter derivatives market and participants in that market, imposing various requirements on transactions involving instruments that fall within the Dodd-Frank Act's definition of "swap" and "security-based swap." It is possible that government regulation of various types of derivative instruments could potentially limit or completely restrict the ability of a Fund to use these instruments as a part of its investment strategy, increase the costs of using these instruments or make them less effective. Limits or restrictions applicable to the counterparties with which a Fund engages in derivative transactions could also prevent a Fund from using these instruments or affect the pricing or other factors relating to these instruments, or may change availability of certain investments.

The CFTC and certain futures exchanges have established limits, referred to as "position limits," on the maximum net long or net short positions which any person or entity may hold or control in particular options and futures contracts (and certain related swap positions). All positions owned or controlled by the same person or entity, even if in different accounts, may be aggregated for purposes of determining whether the applicable position limits have been

exceeded and, as a result, the investment manager's trading decisions may have to be modified or positions held by a Fund may have to be liquidated in order to avoid exceeding such limits. Even if the Fund does not intend to exceed applicable position limits, it is possible that different clients managed by the investment manager or its affiliates may be aggregated for this purpose. The modification of investment decisions or the elimination of open positions, if it occurs, may adversely affect the profitability of the Fund.

Under the Dodd-Frank Act, a Fund also may be subject to additional recordkeeping and reporting requirements. In addition, the tax treatment of certain derivatives, such as swaps, is unclear under current law and may be subject to future legislation, regulation or administrative pronouncements issued by the IRS. Other future regulatory developments may also impact a Fund's ability to invest or remain invested in certain derivatives. Legislation or regulation may also change the way in which a Fund itself is regulated. The investment manager cannot predict the effects of any new governmental regulation that may be implemented or the ability of a Fund to use swaps or any other financial derivative product, and there can be no assurance that any new governmental regulation will not adversely affect a Fund's ability to achieve its investment objective.

**Equity securities risk** – Common and preferred stocks represent equity ownership in a company. Stock markets are volatile, and equity securities generally have greater price volatility than fixed-income securities. The price of equity or equity-related securities will fluctuate and can decline and reduce the value of a portfolio investing in equity or equity-related securities. The value of equity or equity-related securities purchased by the Fund could decline if the financial condition of the companies the Fund invests in decline or if overall market and economic conditions deteriorate. They may also decline due to factors that affect a particular industry or industries, such as labor shortages or an increase in production costs and competitive conditions within an industry. In addition, they may decline due to general market conditions that are not specifically related to a company or industry, such as real or perceived adverse economic conditions, changes in the general outlook for corporate earnings, changes in interest or currency rates or generally adverse investor sentiment.

**Exchange-traded funds investing risk** – Most exchange-traded funds ("ETFs") are investment companies whose shares are purchased and sold on a securities exchange. Generally, an ETF represents a portfolio of securities designed to track a particular market segment or index. Many ETFs have obtained exemptive relief from the SEC to permit unaffiliated funds to invest in the ETFs' shares beyond the statutory limitations, subject to certain conditions. A Fund may rely on these exemptive orders to invest in unaffiliated ETFs. An

investment in an ETF generally presents the following risks: (i) the same primary risks as an investment in a conventional mutual fund (i.e., one that is not exchange-traded) that has the same investment objectives, strategies and policies; (ii) the risk that an ETF may fail to accurately track the market segment or index that underlies its investment objective; (iii) price fluctuation, resulting in a loss to the Fund; (iv) the risk that an ETF may trade at a discount to its net asset value; (v) the risk that an active market for an ETF's shares may not develop or be maintained; and (vi) the risk that an ETF may no longer meet the listing requirements of any applicable exchanges on which that ETF is listed. When the Fund invests in an ETF, shareholders of the Fund bear their proportionate share of the ETF's fees and expenses as well as their share of the Fund's fees and expenses.

In addition, many ETFs invest in securities included in, or representative of, underlying indexes regardless of investment merit or market trends and, therefore, these ETFs do not change their investment strategies to respond to changes in the economy, which means that an ETF may be particularly susceptible to a general decline in the market segment relating to the relevant index. As with traditional mutual funds, ETFs charge asset-based fees. The Funds will indirectly pay a proportional share of the asset-based fees of the ETFs in which the Funds invest. During periods of market volatility, there may be delays in the pricing of ETFs, and ETF exchange-traded prices may also be subject to volatility, which could cause the Fund to lose money.

**Expense risk** – Fund expenses are subject to a variety of factors, including fluctuations in the Fund's net assets. Accordingly, actual expenses may be greater or less than those indicated in the Fund's Prospectus. For example, to the extent that the Fund's net assets decrease due to market declines or redemptions, the Fund's expenses will increase as a percentage of Fund net assets. During periods of high market volatility, these increases in the Fund's expense ratio could be significant.

**Financial services risk** – An investment in issuers in the financial services sector may be adversely affected by, among other things: (i) changes in the regulatory framework; (ii) interest rate changes that may negatively affect financial service businesses; (iii) exposure of a financial institution to a non-diversified or concentrated loan portfolio; (iv) exposure to financial leverage and/or investments or agreements which, under certain circumstances, may lead to losses (e.g., sub-prime loans); and (v) the risk that a market shock or other unexpected market, economic, political, regulatory, or other event might lead to a sudden decline in the values of most or all companies in the financial services sector.

**Foreign regulatory risk** – The Adviser is an indirect wholly owned subsidiary of Prudential plc, a publicly traded company incorporated in the United Kingdom and is not affiliated in any manner with Prudential Financial Inc., a company whose principal place of business is in the United States of America. Through its ownership structure, the Adviser has a number of global financial industry affiliates. As a result of this structure, and the asset management and financial industry business activities of the Adviser and its affiliates, the Adviser and the Fund may be prohibited or limited in effecting transactions in certain securities. Additionally, the Adviser and the Fund may encounter trading limitations or restrictions because of aggregation issues or other foreign regulatory requirements.

Foreign regulators or foreign laws may impose position limits on securities held by the Fund, and the Fund may be limited as to which securities it may purchase or sell, as well as the timing of such purchases or sales. These foreign regulatory limits may increase the Fund's expenses and may limit the Fund's performance. In addition, foreign regulatory requirements may increase the cost of transactions in certain countries, and may increase Fund legal and compliance costs.

**Foreign securities risk** – Investments in, or exposure to, foreign securities involve risks not typically associated with U.S. investments. These risks include, among others, adverse fluctuations in foreign currency values, possible imposition of foreign withholding or other taxes on income payable on the securities, as well as adverse political, social and economic developments, such as political upheaval, acts of terrorism, financial troubles, or natural disasters. Many foreign securities markets, especially those in emerging market countries, are less stable, smaller, less liquid, and less regulated than U.S. securities markets, and the costs of trading in those markets is often higher than in U.S. securities markets. There may also be less publicly available information about issuers of foreign securities compared to issuers of U.S. securities and foreign issuers may not be subject to the same accounting, auditing and financial recordkeeping standards and requirements as domestic issuers. In addition, the economies of certain foreign markets may not compare favorably with the economy of the United States with respect to issues such as growth of gross national product, reinvestment of capital, resources and balance of payments position. Such factors may adversely affect the value of securities issued by companies in foreign countries or regions.

Investments in, or exposure to, foreign securities could be affected by restrictions on receiving the investment proceeds from a foreign country, confiscatory foreign tax laws, and potential difficulties in enforcing contractual obligations. Transactions may be subject to less efficient settlement practices,

including extended clearance and settlement periods. Foreign accounting may be less revealing than U.S. accounting practices and regulation may be inadequate or irregular. Investments in, or exposure to, emerging market countries and/or their securities markets may present market, credit, currency, liquidity, legal, political, technical and other risks different from, or greater than, the risks of investing in developed countries. In addition, the risks associated with investing in a narrowly defined geographic area are generally more pronounced with respect to investments in, or exposure to, emerging market countries.

**Forward and futures contract risk** – The successful use of forward and futures contracts draws upon the investment manager’s skill and experience with respect to such instruments and are subject to special risks including, but not limited to: (i) the imperfect correlation between the change in market value of the instruments held by the Fund and the price of the forward or futures contract; (ii) possible lack of a liquid secondary market for a forward or futures contract and the resulting inability to close a forward or futures contract when desired; (iii) losses caused by unanticipated market movements, which are potentially unlimited; (iv) the investment manager’s inability to predict correctly the direction of securities prices, interest rates, currency exchange rates and other economic factors; (v) the possibility that the counterparty, clearing member or clearinghouse will default in the performance of its obligations; and (vi) if the Fund has insufficient cash, it may have to sell securities from its portfolio to meet daily variation margin requirements, and the Fund may have to sell securities at a time when it may be disadvantageous to do so.

**Index investing risk** – A Fund’s indexing strategy does not attempt to manage volatility, use defensive strategies, or reduce the effects of any long-term periods of poor stock performance. Market fluctuations can cause the performance of an index to be significantly influenced by a small number of companies. Because different types of stocks tend to shift in and out of favor depending on market and economic conditions, performance of an index may be lower than the performance of funds that actively invest in stocks that comprise the index. Should a Fund engage in index sampling, the performance of the securities selected may not match the performance of the relevant index for a number of reasons, including, but not limited to: the Fund’s expenses, which the index does not bear; changes in securities markets; changes in the composition of the index; the size of the portfolio; the timing of purchases and redemptions of the Fund’s shares; and the costs and investment effects of reallocating a portion of the portfolio to comply with the diversification requirements under the Code. Certain regulatory limitations, such as Fund diversification requirements or foreign regulatory ownership requirements, may limit the ability of a Fund to completely replicate an index.

**Investment strategy risk** – The investment manager uses the principal investment strategies and other investment strategies to seek to achieve the Fund’s investment objective. Investment decisions made by the investment manager in accordance with these investment strategies may not produce the returns the investment manager expected, and may cause the Fund’s shares to decline in value or may cause the Fund to underperform other funds with similar investment objectives.

**Issuer risk** – The value of an individual security or particular type of security can be more volatile than the market as a whole and can perform differently from the market as a whole. A security’s value may decline for reasons that directly relate to the issuer, such as management performance, corporate governance, financial leverage and reduced demand for the issuer’s goods or services. A change in the financial condition of a single issuer may affect securities markets as a whole. Certain unanticipated events, such as natural disasters, can have a dramatic adverse effect on the value of an issuer’s securities.

**Leverage risk** – Certain transactions, such as reverse repurchase agreements, futures, forwards, swaps, or other derivative instruments, include the use of leverage and may cause the Fund to liquidate portfolio positions at disadvantageous times to satisfy its obligations or to meet asset segregation requirements. Leverage, including borrowing, may cause the Fund to be more volatile because leverage tends to exaggerate the effect of any increase or decrease in the value of the Fund’s portfolio securities. The effect of using leverage is to amplify the Fund’s gains and losses in comparison to the amount of the Fund’s assets (that is, assets other than borrowed assets) at risk, which may cause the Fund’s portfolio to be more volatile. If the Fund uses leverage, the Fund has the risk of capital losses that exceed the net assets of the Fund. To minimize these risks, the Fund attempts to segregate on its books (cover) liquid assets sufficient to cover the value of such transactions; however, such coverage techniques may not always be successful and the Funds could lose money.

**License termination risk** – The Fund may rely on licenses from a third party (licensor) that permit the Fund to use that party’s intellectual property in connection with the Fund’s name and/or investment strategies. The license may be terminated by the licensor, and as a result the Fund may lose its ability to use the licensed name or strategy, or receive important data from the licensor. Accordingly, a license may have a significant effect on the future operation of the Fund, including the need to change the investment strategy.

**Limited management, trading cost and rebalance risk** – Investing primarily according to specific, mechanical criteria and applied on a specific date each year may prevent a Fund from responding to market fluctuations, or changes in

the financial condition or business prospects of the selected companies during the year. As a result of this investment strategy, the Fund may be subject to increased risk if one of the selected stocks declines in price or if certain sectors of the market, or economy, experience downturns. This investment strategy may also prevent taking advantage of trading opportunities that may be available to other funds.

**Liquidity risk** – Investments in securities that are difficult to purchase or sell (illiquid or thinly traded securities) may reduce returns if the Fund is unable to sell the securities at an advantageous time or price or achieve its desired level of exposure to a certain sector. An “illiquid security” typically is defined as a security that cannot be sold or disposed of within seven (7) days, at a price or value at which it is carried by the Fund. Liquidity risk arises, for example, from small average trading volumes, trading restrictions, or temporary suspensions of trading. In times of market volatility, certain securities or classes of securities may become illiquid. Government or regulatory actions may decrease market liquidity, and the liquidity for certain securities. Small-capitalization companies and companies domiciled in emerging markets pose greater liquidity and price volatility risks. Certain securities that were liquid when purchased may later become illiquid or less liquid, particularly in times of overall economic distress. Illiquid securities may also be difficult to value, may be required to be fair valued according to the valuation procedures approved by the Board, and may reflect a discount, which may be significant, from the market price of comparable securities for which a liquid market exists. Liquidity risk may also refer to the risk that the Fund will not be able to pay redemption proceeds within the allowable time period because of unusual market conditions, an unusually high volume of redemption requests, or other reasons. To meet redemption requests, the Fund may be forced to sell securities at an unfavorable time and/or under unfavorable conditions. In addition, although the fixed-income securities markets have grown significantly in the last few decades, regulations and business practices have led some financial intermediaries to curtail their capacity to engage in trading (i.e., “market making”) activities for certain debt securities. As a result, dealer inventories of fixed-income securities, which provide an indication of the ability of financial intermediaries to make markets in fixed-income securities, are at or near historic lows relative to market size. Because market makers help stabilize the market through their financial intermediary services, further reductions in dealer inventories could have the potential to decrease liquidity and increase volatility in the fixed-income securities markets.

**Market risk** – Stock market risk refers to the fact that stock (equity securities) prices typically fluctuate more than the values of other types of securities, typically in response to changes in the particular company’s financial condition and factors affecting the market in general. Over time, the stock market tends to

move in cycles, with periods when stock prices rise, and periods when stock prices decline. A slower-growth or recessionary economic environment could have an adverse effect on the price of the various stocks held by the Fund. Consequently, a broad-based market drop may also cause a stock's price to fall.

Bond market risk generally refers to credit risk and interest rate risk. Credit risk is the actual or perceived risk that the issuer of the bond will not pay the interest and principal payments when due. Bond value typically declines if the issuer's credit quality deteriorates. Interest rate risk is the risk that interest rates will rise and the value of bonds will fall. A broad-based market drop may also cause a bond's price to fall.

Portfolio securities may also decline in value due to factors affecting securities markets generally, such as real or perceived adverse economic, political or regulatory conditions, inflation, changes in interest or currency rates or adverse investor sentiment, or due to factors affecting particular industries represented in the securities markets, such as competitive conditions. Changes in the financial condition of a single issuer can impact a market as a whole, and adverse market conditions may be prolonged and may not have the same impact on all types of securities. In addition, the markets may not favor a particular kind of security, including equity securities or bonds. The values of securities may fall due to factors affecting a particular issuer, industry or the securities market as a whole.

**Non-diversification risk** – The Fund is non-diversified. As such, the Fund may invest in a limited number of issuers. Under a definition provided by the Investment Company Act of 1940, as amended (the "1940 Act"), non-diversified funds may invest in fewer securities, or in larger proportions of the securities of single companies or industries. If these securities were to decline in value, there could be a substantial loss of the investment. In addition, because of the investment strategies, the Fund may hold a smaller number of issuers than if it were "diversified." There is increased risk in investing in a smaller number of different issuers than there is in investing in a larger number of issuers since changes in the financial condition or market status of a single issuer may cause greater fluctuation in a non-diversified portfolio with respect to total return and share price.

**Passive investment risk** – The Fund is not actively managed and may be affected by a general decline in market segments related to the Index. The Fund invests in securities included in, or representative of, the Index, regardless of their investment merits. Therefore, the Fund would not necessarily sell a security unless that security is removed from the Index, even if that security generally is underperforming. Unlike with an actively managed fund, the Fund does not use techniques or defensive strategies designed to lessen the effects of market volatility or to reduce the impact of periods of market decline. This



means that, based on market and economic conditions, the Fund's performance could be lower than actively managed funds that realign their portfolios more frequently based on the real-time market trends. Additionally, the Index relies on various third-party sources of information to assess the criteria of issuers included in the Index, including information that may be based on assumptions and estimates. Errors in index data, index computations, or the construction of the Index in accordance with its methodology may occur from time to time and may not be identified and corrected by the Index provider for a period of time or at all, which may have an adverse impact on the Fund and its performance. The Fund, the Index provider, and the Adviser do not offer assurances that the Index's calculation methodology or sources of information will provide an accurate assessment of included issuers or a correct valuation of securities, nor can they guarantee the availability or timeliness of the production of the Index.

**Portfolio turnover risk** – The Fund may actively trade securities or instruments, including investments made on a shorter-term basis or in derivative instruments or in instruments with a maturity of one year or less at the time of acquisition, in seeking to achieve its objective. Doing so may increase transaction costs, which may reduce performance.

**Redemption risk** – Large redemption activity could result in the Fund being forced to sell portfolio securities at a loss or before the Adviser or Sub-Adviser would otherwise decide to do so. Large redemption activity in the Fund may also result in increased expense ratios, higher levels of realized capital gains or losses with respect to the Fund's portfolio securities, higher brokerage commissions, and other transaction costs. It could be difficult for a Fund to meet large redemption requests where there is minimal liquidity in the Fund's portfolio securities.

**Regulatory investment limits risk** – The U.S. "Federal Securities Laws" may limit the amount a Fund may invest in certain securities. These limits may be Fund specific or they may apply to the investment manager. As a result of these regulatory limitations under the Federal Securities Laws and the asset management and financial industry business activities of the investment manager and its affiliates, the investment manager and the Fund may be prohibited from or limited in effecting transactions in certain securities. The investment manager and the Fund may encounter trading limitations or restrictions because of aggregation issues or other regulatory requirements. The Federal Securities Laws may impose position limits on securities held by the Fund, and the Fund may be limited as to which securities it may purchase or sell, as well as the timing of such purchases or sales. These regulatory investment limits may increase the Funds' expenses and may limit the Funds' performance.

**Securities lending risk** – The Fund may lend its portfolio securities to brokers, dealers, and other financial institutions provided a number of conditions are satisfied, including that the loan is fully collateralized. When the Fund lends portfolio securities, its investment performance will continue to reflect changes in the value of the securities loaned, and the fund will also receive a fee or interest on the collateral. Securities lending involves the risk of loss of rights in the collateral or delay in recovery of the collateral if the borrower fails to return the security loaned or becomes insolvent. The Fund will also bear the risk of any decline in value of securities acquired with cash collateral. The Fund may pay lending fees to a party arranging the loan. See the “Lending of Portfolio Securities” section in this Prospectus.

**Small-capitalization investing risk** – Investing in smaller companies, some of which may be newer companies or start-ups, generally involves greater risks than investing in larger, more established ones. The securities of companies with smaller market capitalizations often are less widely held and trade less frequently and in lesser quantities, and their market prices often fluctuate more, than the securities of companies with larger market capitalizations. In addition, such securities may be subject to more abrupt or erratic price movements. Securities of such issuers may lack sufficient market liquidity to enable the Fund to effect sales at an advantageous time or without a substantial drop in price. Small-capitalization companies often have limited product lines, narrower markets and more limited managerial and financial resources, or may depend on the expertise of a few people, than larger, more established companies. As a result, their performance can be more volatile and they face greater risk of business failure, which could increase the volatility of the Fund’s portfolio. Generally, the smaller the company size, the greater these risks become.

**Tracking error risk** – Tracking error is the divergence of the Fund’s performance from that of the Index. The Fund’s return may not match the return of the Index for a number of reasons. Tracking error may occur because of differences between the securities and other instruments held in the Fund’s portfolio and those included in the Index, pricing differences, differences in transaction costs, the Fund’s holding of uninvested cash, differences in timing of the accrual of or the valuation of dividends or interest, tax gains or losses, changes to the Index or the costs to the Fund of complying with various new or existing regulatory requirements. This risk may be heightened during times of increased market volatility or other unusual market conditions. Tracking error also may result because the Fund incurs fees and expenses, while the Index does not. However, the Fund may be required to deviate its investments from the securities and relative weightings of the Index to comply with the Investment Company Act of 1940, as amended to meet the issuer diversification

requirements of the Internal Revenue Code of 1986, as amended, applicable to regulated investment companies, or as a result of local market restrictions, or other legal reasons, including regulatory limits or other restrictions on securities that may be purchased by the Investment Adviser and its affiliates.

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**STATEMENT OF ADDITIONAL INFORMATION**

**FEBRUARY 4, 2019**

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**JNL SERIES TRUST**

**JNL/Mellon Capital JNL 5 Fund  
(a series of JNL Variable Fund LLC)  
(the “Acquired Fund”)**

**AND**

**JNL/RAFI® Multi-Factor U.S. Equity Fund  
(a series of JNL Series Trust)  
(the “Acquiring Fund”)**

**1 Corporate Way  
Lansing, Michigan 48951  
(517) 381-5500**

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Acquisition of the assets and assumption of the liabilities of:	By and in exchange for shares of:
JNL/Mellon Capital JNL 5 Fund	JNL/RAFI® Multi-Factor U.S. Equity Fund

This Statement of Additional Information (the “SAI”) relates specifically to the proposed reorganization of the Acquired Fund into the Acquiring Fund under which the Acquiring Fund would acquire all of the assets of the Acquired Fund in exchange solely for shares of the Acquiring Fund and that Acquiring Fund’s assumption of all of the Acquired Fund’s liabilities (the “Reorganization”). This SAI is available to separate accounts, registered investment companies, and non-qualified plans of Jackson National Life Insurance Company or Jackson National Life Insurance Company of New York with amounts allocated to the Acquired Fund and to other members of the Acquired Fund as of January 25, 2019.

This SAI consists of the cover page, the information set forth below and the following described documents, each of which is incorporated by reference herein and accompanies this SAI:

- (1) The Acquired Fund's Statement of Additional Information dated April 30, 2018, as supplemented (File Nos. 333-68105 and 811-09121);
- (2) The Annual Report to Members of the Acquired Fund for the fiscal year ended December 31, 2017 (File Nos. 333-68105 and 811-09121); and
- (3) The Semi-Annual Report to Members of the Acquired Fund for the period ended June 30, 2018 (File Nos. 333-68105 and 811-09121).

Because the Acquiring Fund has not yet commenced operations as of the date of this SAI, no financial statements or annual or semi-annual reports for the Acquiring Fund are available at this time.

This SAI is not a prospectus. A Proxy Statement and Prospectus dated February 4, 2019, relating to the Reorganization (the "Proxy Statement/Prospectus") may be obtained, without charge, by writing to JNLST at 1 Corporate Way, Lansing, Michigan 48951 or calling (517) 381-5500. This SAI should be read in conjunction with the Proxy Statement/Prospectus.

## ***PRO FORMA FINANCIAL INFORMATION***

### **JNL/Mellon Capital JNL 5 Fund merging into JNL/RAFI® Multi-Factor U.S. Equity Fund**

*Pro forma* financial information has not been prepared for the Reorganization because JNL/RAFI® Multi-Factor U.S. Equity Fund is a recently organized “shell” series of JNL Series Trust with no assets and liabilities, which will commence operations upon consummation of the Reorganization and continue the operations of the JNL/Mellon Capital JNL 5 Fund. The JNL/Mellon Capital JNL 5 Fund will be the accounting and performance survivor of the Reorganization.

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