VALUE LINE INC
Form 10-K
July 29, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

(Mark One)
x ANNUAL REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended April 30, 2011
or
o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ____________________________________ to ____________________________________

Commission file number: 0-11306

VALUE LINE, INC.
(Exact name of registrant as specified in its charter)

New York (State or other jurisdiction of incorporation or organization)	13-3139843 (I.R.S. Employer Identification No.)
220 East 42nd Street, New York, New York (Address of principal executive offices)	10017-5891 (Zip Code)

Registrant's telephone number, including area code (212) 907-1500

Securities registered pursuant to Section 12(b) of the Act:

Common Stock, $.10 par value (Title of class)	The NASDAQ Stock MarketSM (Name of each exchange on which registered)

Securities registered pursuant to Section 12 (g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.	o Yes x No
Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.	o Yes x No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. x Yes o No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). o Yes o No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulations S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. x

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer o Accelerated filer o Non-accelerated filer x Smaller reporting company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). o Yes x No

The aggregate market value of the registrant's voting and non-voting common stock held by non-affiliates at October 29, 2010 was $23,088,962.

There were 9,963,181 shares of the registrant's Common Stock outstanding at June 30, 2011.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's Proxy Statement relating to the registrant's 2011 Annual Meeting of Shareholders, to be held on September 15, 2011, are incorporated by reference into Part III of this Annual Report on Form 10-K where indicated.

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Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995

This report contains statements that are predictive in nature, depend upon or refer to future events or conditions (including certain projections and business trends) accompanied by such phrases as “believe”, “estimate”, “expect”, “anticipate”, “will”, “intend” and other similar or negative expressions, that are “forward-looking statements” as defined in the Private Securities Litigation Reform Act of 1995. Actual results for Value Line, Inc. (“Value Line” or “the Company”) may differ materially from those projected as a result of certain risks and uncertainties, including but not limited to the following:

- dependence on key personnel;
- maintaining revenue from subscriptions for the Company’s published products;
- protection of intellectual property rights;
- changes in market and economic conditions, including global financial issues;
- dependence on revenue and profits from EULAV Asset Management Trust, a Delaware business trust (“EAM”), which provides investment management and distribution, marketing and administrative services to the Value Line branded mutual funds;
- fluctuations in EAM’s assets under management due to broadly based changes in the values of equity and debt securities, redemptions by investors and other factors;
- competition in the fields of publishing, copyright data and investment management;
- the impact of government regulation on the Company’s and EAM’s business and the uncertainties of litigation and regulatory proceedings;
- availability of free or low cost investment data through discount brokers or generally over the internet;
- the risk that, while the Company believes that the restructuring transaction that closed on December 23, 2010, achieved compliance with the requirements of the order issued by the Securities and Exchange Commission on November 4, 2009, the Company might be required to take additional steps which could adversely affect the Company’s results of operations or the Company’s financial condition;
- terrorist attacks and natural disasters; and
- other risks and uncertainties, including but not limited to the risks described in Item 1A, “Risk Factors” and other risks and uncertainties arising from time to time.

Any forward-looking statements are made only as of the date hereof, and the Company undertakes no obligation to update or revise the forward-looking statements, whether as a result of new information, future events or otherwise.

Explanatory Note

References in this Annual Report on Form 10-K for the year ending April 30, 2011, or the “Form 10-K” to “the Company”, “Value Line”, “we”, “us” and “our” refer to Value Line, Inc. and its consolidated subsidiaries, unless the conte otherwise requires. In addition, unless the context otherwise requires, references to:

the “Adviser” or “EAM” are to EULAV Asset Management, a Delaware statutory trust;

the “Distributor” or “ES” are to EULAV Securities LLC, a Delaware limited liability company;

“EAM LLC” are to EULAV Asset Management LLC, a Delaware limited liability company and wholly-owned subsidiary of the Company, which prior to the Restructuring Date, was the advisor to the Value Line Funds;

“ESI” are to EULAV Securities, Inc., a New York corporation and wholly owned subsidiary of the Company which, prior to the Restructuring Date was the Distributor of the Value Line Funds;

The “EAM Trust Agreement” are to the EAM Declaration of Trust dated December 23, 2010;

the “Restructuring Date” are to December 23, 2010, the effective date of the Restructuring Transaction;

the “Restructuring Transaction” are to the restructuring of the Company’s asset management and mutual fund distribution businesses whereby (1) ESI was restructured as ES, (2) the Company transferred 100% of its ownership interest in ES to EAM LLC, (3) EAM LLC was converted into EAM and (4) the capital structure of EAM was established so that the Company owns only non-voting revenue and non-voting profits interests of EAM, and each of five individuals owns 20% of the voting profits interests of EAM; and

the “Value Line Funds” or the “Funds” are to the fourteen registered mutual funds registered under the Investment Company Act of 1940 for which EAM serves (and, prior to the Restructuring Date, EAM LLC served) as investment advisor.

Part I

Item 1. BUSINESS.

Value Line is a New York corporation. The Company's primary businesses are producing investment related periodical publications and making available copyright data including certain Value Line trademarks and Value Line proprietary ranking system information to third parties under written agreements for use in third party managed and marketed investment products. Prior to December 23, 2010, the date of the completion of the Restructuring Transaction (see "Restructuring of Asset Management and Mutual Fund Distribution Businesses" below), the Company provided investment management services to the Value Line Funds, institutions and individual accounts and provided distribution, marketing, and administrative services to the Value Line Funds.

The Company was organized in 1982 and is the successor to substantially all of the operations of Arnold Bernhard & Company, Inc. ("AB&Co."). AB&Co. is the controlling shareholder of the Company and, as of June 30, 2011, beneficially owns 86.6% of the outstanding shares of the common stock of the Company. Jean B. Buttner, the Company's former Chief Executive Officer, owns all of the outstanding voting stock of AB&Co. The name "Value Line" as used to describe the Company, its products, and its subsidiaries, is a registered trademark of the Company.

Restructuring of Asset Management and Mutual Fund Distribution Businesses

On December 23, 2010, the Company completed the restructuring of its asset management and mutual fund distribution businesses (the "Restructuring Transaction"). As part of the Restructuring Transaction: (1) ESI, a New York corporation and wholly-owned subsidiary of the Company that acted as the distributor of the fourteen Value Line Funds was restructured into ES, a Delaware limited liability company; (2) the Company transferred 100% of its interest in ES to EAM LLC, a wholly-owned subsidiary of the Company that acted as the investment adviser to the Value Line Funds and certain separate accounts; (3) EAM LLC was converted into EAM, a Delaware statutory trust; and (4) EAM admitted five individuals, Mitchell Appel, Avi T. Aronovitz, Richard Berenger, Howard B. Sirota and R. Alastair Short (the "Voting Profits Interest Holders"), as the initial holders of voting profits interests in EAM, with each of such individuals owning 20% of the voting profits interests, and (5) pursuant to the EAM Trust Agreement, the Company received an interest in certain revenues of EAM and a portion of the residual profits of EAM but has no voting authority with respect to the election or removal of the trustees of EAM. The Voting Profits Interest Holders, who were selected by the independent directors of the Company, paid no consideration in exchange for their interests in EAM. Mr. Appel was a former employee of the Company and the Company recorded as post-employment compensation expense the value of the voting profits interest granted to him.

The business of EAM is managed by the five individual trustees and a Delaware resident trustee (collectively, the "Trustees") and by its officers subject to the direction of the Trustees. The initial Trustees were elected by the Voting Profits Interest Holders, who elected themselves as the individual trustees and The Corporation Trust Company as Delaware resident trustee. Mr. Sirota subsequently resigned as a trustee. The Company has been informed by EAM that Mr. Sirota was replaced as Trustee on April 28, 2011 by Robert Rice, a private equity executive. The Company's non-voting revenues and non-voting profits interests in EAM entitle it to receive a range of 41% to 55% of EAM's revenues (excluding distribution revenues) from EAM's mutual fund and separate account business and 50% of the residual profits of EAM (subject to temporary increase in certain limited circumstances). The Voting Profits Interest Holders will receive the other 50% of residual profits of EAM. EAM has elected to be taxed as a pass-through entity similar to a partnership. The EAM Trust Agreement also provides for distribution of proceeds in the event of a full or partial sale of EAM in accordance with capital accounts (currently approximately $56 million held entirely by the Company) and then in accordance with a sharing formula set forth in the EAM Trust Agreement.

Pursuant to the EAM Trust Agreement, the Company granted EAM the right to use the Value Line name for all existing Value Line Funds and agreed to supply the Value Line Proprietary Ranking information to EAM without charge or expense.

Mitchell Appel, formerly the Chief Financial Officer of the Company and a director of the Company, as well as president of ESI and EAM LLC and each of the Value Line Funds, is one of the Voting Profits Interest Holders of EAM and, effective December 23, 2010, was appointed by the Trustees of EAM as the first Chief Executive Officer of EAM. Mr. Appel resigned his positions as Chief Financial Officer and a director of the Company on December 9, 2010 and resigned his position as an employee of the Company on December 22, 2010.

In connection with the Restructuring Transaction, each Value Line Fund's prior investment advisory agreement with EAM LLC was terminated, and each of the Funds entered into a new investment advisory agreement with EAM. The services provided by EAM under each new agreement and the rates at which fees are paid by each Fund under its new agreement are the same as under that Value Line Fund's prior advisory agreement, with the other terms of each new agreement substantially identical to those of the prior agreement with such Fund.

The Restructuring Transaction enabled the Company and Jean B. Buttner, the Company's former Chief Executive Officer and indirect controlling shareholder, to comply with an order issued by the Securities and Exchange Commission (the "SEC") on November 4, 2009 that, among other things required Mrs. Buttner to disassociate from the Company's regulated entities. See Item 3. "Legal Proceedings" below.

A. Investment Related Periodicals & Publications

The investment related periodicals offered by Value Line Publishing LLC ("VLP"), a wholly owned subsidiary of the Company, cover a broad spectrum of investments including stocks, mutual funds, options and convertible securities. The Company's periodicals and related services are of interest to individual and professional investors, as well as to institutions including municipal and university libraries and investment firms.

The services generally fall into four categories:

Comprehensive reference periodical publications
Targeted, niche periodical newsletters
Investment analysis software
Current and historical financial databases

The comprehensive services (The Value Line Investment Survey, The Value Line Investment Survey-Small and Mid-Cap Edition, The Value Line 600, and The Value Line Fund Advisor Plus) provide both statistical and text coverage of a large number of investment securities, with an emphasis placed on Value Line's proprietary research, analysis and statistical ranks. The Value Line Investment Survey is the Company's premier service, published each week and covering approximately 1,700 stocks.

The niche newsletters (The Value Line Special Situations Service, The Value Line Fund Advisor, The Value Line Convertibles Survey and Value Line Daily Options Survey) provide information on a less comprehensive basis for securities that the Company believes will be of interest to subscribers. Some, although not all of these services make use of Value Line's proprietary statistical ranks. Value Line Select, including the new Value Line Dividend Select launched in June 2011, is also a targeted service with an emphasis on Value Line's proprietary in-depth research analysis and statistical selections geared toward an investor's specialized investment style.

Investment analysis software (The Value Line Investment Analyzer and Mutual Fund Survey for Windows®) includes data sorting and filtering tools. In addition, for institutional and professional subscribers, VLP offers current and historical financial databases (DataFile, Estimates & Projections, Convertibles and Mutual Funds) via CD-ROM or online.

Value Line offers online versions of most of its products at the Company's website, www.valueline.com. Subscribers to the print versions generally receive free access to the corresponding online versions, although online subscribers do not receive a free print edition. The most comprehensive of the Company's online efforts is The Value Line Research Center, which allows subscribers to access most of the Company publications at a packaged price via the Internet.

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The print and electronic services include, but are not limited to the following:

The Value Line Investment Survey®

The Value Line Investment Survey is a weekly investment related periodical providing both timely articles on economic, financial and investment matters and analysis and ranks for common stocks. Ranks indicate projected relative performance based primarily on computer-generated statistics of financial results and stock price performance. Two of the evaluations for covered stocks are "Timeliness™" and "Safety™." Timeliness relates to the probabl relative price performance of one stock over the next six to twelve months, as compared to the rest of the approximately 1,700 stocks covered. Ranks are updated each week and range from Rank 1 for the expected best performing stocks to Rank 5 for the expected poorest performers. "Safety" Ranks are a measure of risk and are based on the issuer's relative financial strength and its stock's price stability. "Safety" ranges from Rank 1 for the least risky stocks to Rank 5 for the riskiest. VLP employs analysts and statisticians who prepare articles of interest for each periodical and who evaluate stock performance and provide future earnings estimates and quarterly written evaluations with more frequent updates when relevant. The Value Line Investment Survey is comprised of three parts: The "Summary & Index" provides updated Timeliness and Safety ranks, selected financial data, and "screens" of key financial measures; the "Ratings and Reports" section contains updated reports on about 140 stocks each week; and the "Selection & Opinion" section provides economic commentary and data, general interest articles, and four portfolios selected by analysts covering a range of investment approaches. The Value Line Investment Survey is also referred to as The Value Line Investment Survey – Standard Edition.

The Value Line Investment Survey - Small and Mid-Cap Edition

The Value Line Investment Survey - Small and Mid-Cap Edition is a weekly publication introduced in 1995 that provides short descriptions and extensive data for approximately 1,800 small and medium-capitalization stocks, many listed on The NASDAQ Stock Market ("NASDAQ"), beyond the approximately 1,700 stocks of generally larger-capitalization companies covered in The Value Line Investment Survey – Standard Edition. Similar to The Value Line Investment Survey, the Small and Mid-Cap Edition has its own "Summary & Index" providing updated performance ranks and other data, as well as "screens" of key financial measures. The "Ratings and Reports" section, providing updated reports on about 140 stocks each week, has been organized to correspond closely to the industries reviewed in The Value Line Investment Survey – Standard Edition. A combined Index, published quarterly, allows subscribers to easily locate a specific stock among the approximately 3,500 stocks covered by both the Standard and Small and Mid Cap Editions. One unique feature in the Small and Mid-Cap Edition is The Performance Ranking System. It incorporates many of the elements of the Value Line Timeliness Ranking System, modified to accommodate the approximately 1,800 stocks in the Small and Mid-Cap Edition. The Performance Rank is based on earnings growth and price momentum, and is designed to predict relative price performance over the next six to 12 months. The principal differences between the Small and Mid-Cap Edition and The Value Line Investment Survey - Standard Edition are that the Small and Mid-Cap Edition does not include Value Line's Timeliness Ranks, financial forecasts, analyst comments, or a Selection & Opinion section. These modifications allow VLP to offer this service at a price lower than the Standard Edition.

The Value Line Fund Advisor

The Value Line Mutual Fund Ranking System was introduced in 1993. It is the system utilized in the Fund Advisor product, a 48-page newsletter featuring load, no-load, and low-load open-end mutual funds. This product was originally introduced as The Value Line No-Load Fund Advisor in 1994 and augmented in 2009. Each issue offers strategies for maximizing total return, and model portfolios for a range of investor profiles. It also includes information about retirement planning, industry news, and specific fund reviews. A full statistical review, including latest performance, ranks, and sector weightings, is updated each month on approximately 800 leading load, no-load and low-load funds. Included with this product is online access to Value Line's database of more than 12,000 mutual funds, including screening tools and full-page printable reports on each fund. Fund Advisor Plus subscribers have access to the entire population of more than 20,000 funds.

The Value Line Special Situations Service

The Value Line Special Situations Service's core focus is on smaller companies whose stocks are perceived by Value Line Publishing's analysts as having exceptional appreciation potential. The publication was introduced in 1951. A second portfolio of stocks for more conservative investors seeking small company exposure was added in 2009.

The Value Line Daily Options Survey

The Value Line Daily Options Survey is an online only service that evaluates and ranks U.S. equity and equity index options (approximately 200,000). Features include an interactive database, spreadsheet tools, and a weekly email newsletter. This product is only offered as an online subscription due to the nature of options volatility.

The Value Line Convertibles Survey

Introduced in 1972, the service evaluates and ranks over 600 convertible securities (bonds and preferred stocks) for future market performance. In fiscal 2010, The Value Line Convertibles Survey was switched to online only delivery. By moving to online only delivery, all of the product's subscribers benefit from an enhanced website that includes daily price updates, individual analysis of each security with a printable fact sheet, and a weekly email newsletter alerting subscribers to recent rank changes.

Value Line Select

Value Line Select, a monthly publication, was first published in 1998. It focuses each month on a company that senior VLP analysts have identified from among high-quality companies whose stocks have expected superior total return potential. Recommendations are backed by in-depth research and are subject to ongoing monitoring by senior research personnel.

Value Line Dividend Select

Value Line Dividend Select, a monthly publication, was introduced in June 2011. The product focuses on companies with dividend yields greater than the average of all stocks covered by Value Line, with a preference for companies that have consistently increased their dividends above the rate of inflation over the longer term and, based on Value Line analysis, have the financial strength both to support and increase dividend payments in the future. Value Line Dividend Select is available online and in print.

The Value Line 600

The Value Line 600 is a monthly publication, which contains full-page reports on approximately 600 stocks. Its reports provide information on many actively traded, larger capitalization issues as well as some smaller growth stocks. Since it was introduced in fiscal 1996, it has been well received by investors who want the same type of analysis provided in The Value Line Investment Survey – Standard Edition, but who do not want or need coverage of the approximately 1,700 companies contained in that publication. Readers also receive supplemental reports as well as a monthly Index, which includes updated statistics.

Value Line Investment Analyzer

Value Line Investment Analyzer is a powerful menu-driven software program with fast filtering, ranking, reporting and graphing capabilities utilizing over 350 data fields for various industries and indices and for the approximately 1,700 stocks are covered in VLP's flagship publication, The Value Line Investment Survey. Value Line Investment Analyzer allows subscribers to apply more than 60 charting and graphing variables for comparative research. In addition to containing digital replicas of the entire Value Line Investment Survey, the Analyzer includes 20-minute delayed data updates through its integration with the Value Line databases via the Internet. The software also includes a portfolio module that lets users create and track their own stock portfolios in depth with up to five years of historical financial data for scrutinizing performance, risk, yield and return. Value Line Investment Analyzer Professional Edition is a more comprehensive product which covers approximately 6,500 stocks and allows subscribers to perform real time processing and to create standardized and customized screens.

Value Line Mutual Fund Survey for Windows®

Value Line Mutual Fund Survey for Windows® is a monthly CD-ROM or Internet product with weekly Internet updates. The program features powerful sorting and filtering analysis tools. It includes features such as style attribution analysis, a portfolio stress tester, portfolio rebalancing, correlation of fund returns and hypothetical assets. “Windows” is a registered trademark of Microsoft Corp. Value Line and Microsoft Corp. are not affiliated companies.

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Value Line DataFile Products

For our institutional customers, Value Line offers both current and historical data for equities, mutual funds, ETFs, and convertibles. All Value Line DataFile products are offered in Microsoft Access and ASCII formats via FTP. Below is a listing of the DataFile products:

Fundamental DataFile I and II

Value Line's Fundamental DataFile I contains fundamental data (both current and historical) on approximately 8,000 publicly traded companies that follow U.S. Generally Accepted Accounting Principles ("GAAP"). This data product provides annual data from 1955, quarterly data from 1963, and full quarterly data as reported to the SEC from 1985. Value Line also offers historical data on over 5,000 companies that no longer exist in nearly 100 industries via our "Dead Company" File. The Fundamental DataFile has over 400 annual and over 80 quarterly fields for each of the companies included in the database. DataFile is sold primarily to the institutional and academic markets. Value Line also offers a scaled down DataFile product, Fundamental DataFile II, which includes a limited set of historical fundamental data.

Estimates and Projections DataFile

This DataFile offering contains the proprietary estimates from Value Line's security analysts on approximately 1,700 companies. Data includes earnings, sales, cash flow, book value, margin, and other popular fields. Projections are for the future one year, three year and five year periods.

Mutual Fund DataFile

In fiscal 1997, VLP introduced the Value Line Mutual Fund DataFile. It covers more than 20,000 mutual funds with up to 20 years of historical data with more than 200 data fields. The Mutual Fund DataFile provides monthly pricing, basic fund information, weekly performance data, sector weights, and many other popular mutual fund data fields. This file is available for download from the Internet on a monthly basis.

ETF DataFile

Introduced in spring of 2010, this new product is an extensive database containing the complete listing of every U.S.-listed exchange traded fund ("ETF") and every component and component weight since inception for every ETF on a daily basis. This includes all rebalancing, cash components, excluded assets, and distributions adjusted automatically on a daily basis. The data also includes the total return of the ETF and the total return of the corresponding underlying index on a daily basis. ETFs are added to the database and corresponding data made available usually by the first day of trading.

Convertible DataFile

This database is one of the largest sources of information available on convertible securities. Value Line offers data elements on our universe of more than 600 convertible bonds, preferred stocks, and warrants, with our top 150 fundamental and proprietary data items on each security.

Value Line Research Center

The Value Line Research Center provides on-line access to select Company publications covering stocks, mutual funds, options and convertible securities as well as special situation stocks. This service includes full online subscriptions to The Value Line Investment Survey, The Value Line Fund Advisor Plus, The Value Line Daily Options Survey, The Value Line Investment Survey - Small and Mid-Cap Edition, The Value Line Convertibles Survey and The Value Line Special Situations Service. Users can screen more than 250 data fields, create graphs using 25 different variables, and access up to five years of technical history. The Value Line Research Center has the ability to track model portfolios, (standard, small and mid-cap) as well as providing Ranks and news.

B. Copyright Data Fees Programs

The Company has copyright data, which include certain proprietary ranking system information and other proprietary information used in third party products, such as unit investment trusts, variable annuities, managed accounts and exchange traded funds, which it distributes under copyright data agreements. The sponsors of these products act as wholesalers and distribute the products by syndicating them through an extensive network of national and regional brokerage firms. These broad marketing networks are assembled and re-assembled each time that a product is introduced into the retail marketplace by a product sponsor. The sponsors of these various products will typically receive copyright data for one or more proprietary ranking systems, which may include Value Line Timeliness, Safety, Technical and Performance ranks, as screens for their portfolios. The sponsors are also given permission to associate Value Line trademarks with the products. Value Line collects a copyright fee from each of the product sponsors/managers primarily based upon the market value of assets invested in each product's portfolio utilizing the Value Line proprietary data. Since these fees are based on the market value of the respective portfolios using the Value Line proprietary data, the payments to Value Line, which are typically received on a quarterly basis, will fluctuate.

Value Line's primary copyright data products have been structured as Unit Investment Trusts, Exchange Traded Funds, annuity products and other types of managed products, all of which have in common some degree of reliance on the Value Line Ranks for their portfolio creation. These products are offered and distributed by our sponsors. The current primary sponsors include: First Trust Advisors, Jackson National Life Insurance and Advisors Asset Management, Inc. Examples of Value Line's Copyright Data methodology can be found in the following three Value Line indexed Exchange Traded Funds now listed on the New York Stock Exchange:

First Trust Value Line Dividend Fund (FVD)

The FVD portfolio seeks to provide total return through a combination of current income and capital appreciation by investing in stocks selected by the third party using Value Line's Copyright Data from among U.S. exchange listed securities of companies that pay above average dividends and have the potential for capital appreciation.

First Trust Value Line 100 (FVL)

FVL's objective is to provide capital appreciation. It seeks to outperform the S&P 500 Index by adhering to a disciplined strategy of investing in a diversified portfolio of the 100 common stocks ranked #1 using Value Line's Timeliness Ranking System.

First Trust Value Line Equity Allocation Fund (FVI)

The FVI portfolio invests in a subset of the #1 and #2 ranked stocks selected from Value Line's Copyright Data per the Value Line Timeliness, Safety, and Technical Ranking Systems. The third party authorized to use the Value Line Copyright Data purchases stocks in the index generated by the Company with the objective of capital appreciation.

Total assets managed by third parties participating in the copyright data programs were approximately $3.5 billion as of April 30, 2011, through four clients.

C. Investment Management Services

Until December 23, 2010, the Company, through its subsidiary EAM LLC, was the investment adviser for the Value Line Funds. Since December 23, 2010, EAM has acted as the investment adviser to the Value Line Funds. Of the fourteen Value Line Funds, shares of Value Line Strategic Asset Management Trust ("SAM") and Value Line Centurion Fund ("Centurion") are available to the public only through the purchase of certain variable annuity and variable life insurance contracts issued by The Guardian Insurance & Annuity Company, Inc. ("GIAC"). All fourteen of the Value Line Funds are managed by portfolio managers employed by EAM.

Until December 23, 2010, ESI, a wholly-owned subsidiary of the Company, was the distributor for the Value Line Funds. Since December 23, 2010, ES has acted as the Distributor for the Value Line Funds. State Street Bank, an unaffiliated entity, is the custodian of the assets of the Value Line Funds and provides them with fund accounting and administrative services. Shareholder services for the Value Line Funds are provided by Boston Financial Data Services, an affiliate of State Street Bank.

During fiscal 2011, the investment management business benefited from improved equity market conditions. The market segments favored by EAM, which emphasizes quality growth stocks, generally led the market. As a result, the Value Line Funds that invest in equity securities mostly outperformed the market and their peers. Overall assets in the Funds, however, decreased by $78 million or 3.4% during fiscal 2011 due to net redemptions from the equity and fixed income funds.

Total net assets of the Value Line Funds at April 30, 2011, were:

	(in thousands)	
Value Line Strategic Asset Management Trust	$	370,898
Value Line Income and Growth Fund, Inc.		341,346
Value Line Premier Growth Fund, Inc.		336,485
Value Line Emerging Opportunities Fund, Inc.		325,331
Value Line Larger Companies Fund, Inc.		214,877
Value Line Centurion Fund, Inc.		149,840
Value Line Fund, Inc.		115,813
Value Line U.S. Government Money Market Fund, Inc.		89,356
Value Line U.S. Government Securities Fund, Inc.		81,349
Value Line Tax Exempt Fund, Inc.		76,860
Value Line Asset Allocation Fund, Inc.		64,520
Value Line Aggressive Income Trust		34,604
Value Line Convertible Fund, Inc.		27,401
Value Line New York Tax Exempt Trust		16,313
	$	2,244,993

Investment management fees and distribution service fees (which we sometimes refer to as “12b-1fees”) vary among the Value Line Funds and may be subject to certain limitations. Investment strategies among the equity funds include, but are not limited to, reliance on the Value Line Timeliness ™ Ranking System (the “Ranking System”) and/or the Value Line PerformanceTM Ranking System in selecting securities for purchase or sale. The Ranking System compares an estimate of the probable market performance of each stock during the next six to twelve months to that of all of the approximately 1,700 stocks under review and ranks stocks on a scale of 1 (highest) to 5 (lowest). All the stocks followed by the Ranking System are listed on U.S. stock exchanges or traded in the U.S. over-the-counter markets. Prospectuses and annual reports for each of the Value Line open end mutual funds are available on the Funds’ website www.vlfunds.com. Each mutual fund may use “Value Line” in its name only to the extent permitted by the terms of the EAM Trust Agreement.

Prior to December 1, 2010, EAM LLC, in addition to managing the Value Line Funds, separately managed accounts of institutions and high net worth individuals for which it was paid an advisory fee. EAM had no separately managed accounts as of April 30, 2011. As of April 30, 2010 assets under management in separately managed accounts of EAM LLC were $48.4 million, up from $48.2 million at April 30, 2009. Of the $48.4 million as of April 30, 2010, $24.5 million was affiliated with AB&Co. Assets within the separately managed accounts were held at third party custodians, were subject to the terms of the applicable advisory agreement and did not have any advance notice requirement for withdrawals.

D. Wholly-Owned Operating Subsidiaries

Wholly-owned operating subsidiaries of the Company as of April 30, 2011 include Value Line Publishing LLC. (“VLP”), Vanderbilt Advertising Agency, Inc. (“VAA”), Compupower Corporation (“CPWR”) and Value Line Distribution Center (“VLDC”).

1. VLP is the publishing unit for the investment related periodical publications and copyright data.
2. VAA places advertising on behalf of the Company’s publications.
3. CPWR provides subscription fulfillment services and subscriber relations services for VLP publications.
4. VLDC primarily handles all of the mailings of the publications to VLP’s subscribers. Additionally, VLDC provides office space for Compupower’s subscriber relations and data processing departments, and provides a disaster recovery site for the New York operations.

E. Trademarks

The Company holds trademark and service mark registrations for various names and logos in multiple countries. Value Line believes that these trademarks and service marks provide significant value to the Company and are an important factor in the marketing of its products and services and of the Value Line Funds. All of the Company’s trademarks and service marks are valid as long as they are in use and their registrations are properly maintained. The Company is utilizing all of its material trademarks and service marks and properly maintaining all registrations.

F. Investments

As of April 30, 2011, the Company held total investment assets (excluding its interests in EAM) with a fair market value of $18,832,000 including equity securities with a fair market value of $1,466,000. The remainder of the Company’s investments were holdings of $11,208,000 held in fixed income obligations and investments of $6,158,000 in money market mutual funds that invest primarily in U.S. Government securities and bank certificates of deposits.

G. Employees

At April 30, 2011, the Company and its subsidiaries employed 175 people.

The Company and its affiliates, officers, directors and employees may from time to time own securities which are also held in the portfolios of the Value Line Funds or recommended in the Company’s publications. Analysts are not permitted to own securities of the companies they cover. The Company has adopted rules requiring reports of securities transactions by employees for their respective accounts. The Company has also established policies restricting trading in securities whose ranks are about to change in order to avoid possible conflicts of interest.

H. Principal Business Segments

The information with respect to revenues from external customers and profit and loss of the Company’s identifiable principal business segments is incorporated herein by reference to Note 10 of the Notes to the Company’s Consolidated Financial Statements included in this Form 10-K.

The Company's assets identifiable to each of its principal business segments at the end of each of the past three fiscal years were as follows:

	April 30,		
	2011	2010 (in thousands)	2009
Investment Periodicals, Related Publications and Copyright Data	$ 11,827	$ 12,734	$ 11,867
Investment Management (1)	-	9,397	22,914
Corporate Assets (2)	75,976	37,854	82,774
	$ 87,803	$ 59,985	$ 117,555

(1) Although, through its non-voting revenues and profits interests in EAM, the Company retains a substantial interest in the cash flows of the investment management business subsequent to the completion of the Restructuring Transaction on December 23, 2010, this business is no longer considered a reportable business segment.
(2) Corporate assets at April 30, 2011 include Value Line's non-voting interest in revenues and non-voting interest in profits in EAM valued under the equity method of accounting at $55,853,000.

I. Competition

Both the investment information and publishing business conducted by the Company and the investment management business conducted by EAM are very competitive. There are many competing firms and a wide variety of product offerings. Some of the firms in these industries are substantially larger and have greater financial resources than the Company and EAM. The Internet continues to increase the amount of competition in the form of free and paid online investment research. With regard to the investment management business conducted by EAM, the prevalence of broker supermarkets or platforms permitting easy transfer of assets among mutual funds, mutual fund families, and other investment vehicles tends to increase the speed with which shareholders can leave or enter the Value Line Funds based, among other things, on short-term fluctuations in performance.

J. Executive Officers of the Registrant

The following table lists the names, ages (at June 30, 2011), and principal occupations and employment during the past five years of the Company's Executive Officers. All officers are elected to terms of office for one year. Except as noted, each of the following has held an executive position with the companies indicated for at least five years.

Name	Age	Principal Occupation or Employment

Howard A. Brecher	57	Acting Chairman and Acting Chief Executive Officer since November 2009; Chief Legal Officer; Vice President; Secretary until January 2010; Vice President and Secretary of each of the Value Line Funds from June 2008 to December 2010; Secretary of EAM LLC from February 2009 until December 2010; Director and General Counsel of AB&Co. Mr. Brecher has been an officer of the Company for more than 18 years.
John A. McKay	52	Chief Financial Officer since December 2010; Director of Accounting from October 2010 to December 2010. Prior to joining Value Line, Mr. McKay was Senior Vice President and Chief Financial Officer of Mitsui Foods, Inc. from April 2007 to December 2009. From March 2002 to March 2007 he was Executive Vice President and Chief Financial Officer of Langenscheidt Publishing Group.
Stephen R. Anastasio	52	Vice President since December 2010; Director since February 2010; Treasurer since 2005; Treasurer of each of the Value Line Funds from September 2005 to August 2008. Mr. Anastasio has been an officer of the Company for more than 20 years.

WEB SITE ACCESS TO SEC REPORTS

The Company's Internet site address is www.valueline.com. The Company's annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and any amendments to these reports are made available on the "Corporate Filings" page under the "About Value Line" tab of the Company's Internet site as soon as reasonably practicable after the reports are filed electronically with the SEC. All of the Company's SEC reports are also available on the SEC Internet site, www.sec.gov.

ITEM 1A. RISK FACTORS

In addition to the risks referred to elsewhere in this Form 10-K, the following risks, among others, sometimes may have affected, and in the future could affect, the Company's businesses, financial condition or results of operations and/or the investment management business conducted by EAM and consequently, the amount of revenue we receive from EAM. The risks described below are not the only ones we face. Additional risks not discussed or not presently known to us or that we currently deem insignificant, may also impact our businesses.

The Company and its subsidiaries are dependent on the efforts of its executives and professional staff.

The Company's future success relies upon its ability to retain and recruit qualified professionals and executives. The Company's executive officers do not have employment agreements with the Company and the Company does not maintain "key man" insurance policies on any of its executive officers. The loss of the services of key personnel could have an adverse effect on the Company.

A decrease in the revenue generated by EAM's investment management business could adversely affect the Company's cash flow and financial condition.

The Company derives a significant portion of its cash flow from its non-voting revenues and non-voting profits interests in EAM. A decrease in the revenue generated by EAM's investment management business, whether resulting from performance, competitive, regulatory or other reasons, would reduce the amount of cash flow received by the Company from EAM, which reduction would adversely affect the Company's cash flow and financial condition.

EAM's assets under management, which impact EAM's revenue, and consequently the amount of the cash flow that the Company receives from EAM, are subject to fluctuations based on market conditions and individual fund performance.

Financial market declines and/or adverse changes in interest rates would generally negatively impact the level of EAM's assets under management and consequently its revenue and net income. Major sources of investment management revenue for EAM (i.e., investment management and service and distribution fees) are calculated as percentages of assets under management. A decline in securities prices or in the sale of investment products or an increase in fund redemptions would reduce fee income. A prolonged recession or other economic or political events could also adversely impact EAM's revenue if it led to decreased demand for products, a higher redemption rate, or a decline in securities prices. Good performance of managed assets relative to both competing products and benchmark indices generally assists in both retention and growth of assets, and may result in additional revenues. Conversely, poor performance of managed assets relative to competing products or benchmark indices tends to result in decreased sales and increased redemptions with corresponding decreases in revenues to EAM. Poor performance could, therefore, have an adverse effect on the amount of cash flow that the Company receives in respect to its non-voting revenues and profits interests in EAM and consequently, on the Company's cash flow and financial condition.

EAM derives all of its investment management fees from the Value Line Funds.

EAM is dependent upon management contracts and service and distribution contracts with the Value Line Funds under which these fees are paid. As required by the Investment Company Act of 1940 (the “1940 Act”), the Trustees/Directors of the Funds, all of whom are all independent of the Company and of EAM, have the right to terminate such contracts. If any of these contracts are terminated, not renewed, or amended to reduce fees, EAM’s financial results, and consequently, the Company’s cash flow and financial condition, may be adversely affected.

If the Company does not maintain its subscriber base, its operating results could suffer.

A substantial portion of the Company’s revenue is generated from print and electronic subscriptions. VLP’s three month trial and full term subscriptions are paid in advance by subscribers. Unearned revenues are accounted for on the balance sheet of the Company. The backlog of orders is primarily generated through renewals and new subscription marketing efforts as the Company deems appropriate. Future results will depend on the renewal of existing subscribers and obtaining new subscriptions for the investment periodicals and related publications. The availability of competitive information on the Internet at low or no cost could negatively impact demand for VLP’s publications.

The Company believes that the negative trend in overall subscription revenue experienced in recent years is likely to continue until new products have been developed and marketed.

In recent years, the Company has experienced a negative trend in overall subscription revenue. The Company believes that this trend is likely to continue, albeit at a slower rate than the decline experienced in recent years, until new products have been developed and marketed. The Company has established the goal of developing competitive electronic products and marketing them effectively through traditional and electronic channels. Towards that end, Company staff and a third-party firm are developing online marketing strategies and modernizing legacy information technology systems. The Company is not able to predict when these efforts will result in the launch of new products or whether they will be successful in reversing the trend of declining subscription revenues.

Loss of copyright data clients or decline in their customers could reduce the Company’s revenues.

Copyright Data agreements are based on market interest in the respective proprietary information. If the fees from proprietary information decline, the Company’s operating results could suffer.

Failure to protect its intellectual property rights and proprietary information could harm the Company’s ability to compete effectively and could negatively affect operating results.

The Company’s trademarks and tradenames are important assets to the Company. Although its trademarks are registered in the United States and in certain foreign countries, the Company may not always be successful in asserting global trademark or tradename protection. In the event that other parties infringe on its intellectual property rights and it is not successful in defending its intellectual property rights, the result may be a dilution in the value of the Company’s brands in the marketplace. If the value of its brands becomes diluted, such developments could adversely affect the value that its customers associate with its brands, and thereby negatively impact its sales. Any infringement of our intellectual property rights would also likely result in a commitment of Company resources to protect these rights through litigation or otherwise. In addition, third parties may assert claims against our intellectual property rights and we may not be able successfully to resolve such claims. All of the Company’s trademarks and service marks are valid as long as they are in use and their registrations are properly maintained. The Company is utilizing all of its material trademarks and service marks and properly maintaining registrations for them.

Adverse changes in market and economic conditions could lower demand for the Company’s and EAM’s products and services.

The Company provides its products and services to individual investors, financial advisors, and institutional clients. Adverse conditions in the financial and securities markets may have an impact on the Company’s subscription revenues, securities income, and copyright data fees which could adversely affect the Company’s results of operations and financial condition. Adverse conditions in the financial and securities markets could also have an adverse effect on EAM's investment management revenues and, consequently, on the amount of cash flow that the Company receives from EAM and on the Company's financial condition.

The Company and EAM face significant competition in their respective businesses.

Both the investment information and publishing business conducted by the Company and the investment management business conducted by EAM are very competitive. There are many competing firms and a wide variety of product offerings. Some of the firms in these industries are substantially larger and have greater financial resources than the Company and EAM. With regard to the investment information and publishing business, barriers to entry have been reduced by the minimal cost structure of the Internet and other technologies. With regard to the investment management business, the absence of significant barriers to entry by new investment management firms in the mutual fund industry increases competitive pressure. Competition in the investment management business is based on various factors, including business reputation, investment performance, quality of service, marketing, distribution services offered, the range of products offered and fees charged. Access to mutual fund distribution channels has also become increasingly competitive.

Government regulations, any changes to government regulations, and regulatory proceedings and litigation may adversely impact the business of the EAM.

Changes in legal, regulatory, accounting, tax and compliance requirements could have an effect on EAM's operations and results, including but not limited to increased expenses and restraints on marketing certain funds and other investment products. EAM is registered with the SEC under the Investment Advisers Act of 1940 (the "Advisers Act"). The Advisers Act imposes numerous obligations on registered investment advisers, including fiduciary, record keeping, operational and disclosure obligations. ES is registered as a broker-dealer under the Securities Exchange Act of 1934 and is a member of the Financial Industry Regulatory Authority, also known as "FINRA". Each Value Line Fund is a registered investment company under the 1940 Act. The 1940 Act requires numerous compliance measures, which must be observed, and involves regulation by the SEC. Each fund and its shareholders may face adverse tax consequences if the Value Line Funds are unable to maintain qualification as registered investment companies under the Internal Revenue Code of 1986, as amended. Those laws and regulations generally grant broad administrative powers to regulatory agencies and bodies such as the SEC and FINRA. If these agencies and bodies believe that EAM, ES or the Value Line Funds have failed to comply with their laws and regulations, these agencies and bodies have the power to impose sanctions. EAM, ES and the Value Line Funds, like other companies, can also face lawsuits by private parties. Regulatory proceedings and lawsuits are subject to uncertainties, and the outcomes are difficult to predict. Changes in laws, regulations or governmental policies, and the costs associated with compliance, could adversely affect the business and operations of the EAM, ES and the Value Line Funds. An adverse resolution of any regulatory proceeding or lawsuit against the EAM or ES could result in substantial costs or reputational harm to them or to the Value Line Funds and have an adverse effect on their respective business and operations. An adverse effect on the business and operations of EAM, ES and/or the Value Line Funds could reduce the amount of cash flow that the Company receives in respect of its non-voting revenues and non-voting profits interests in EAM and, consequently, could adversely affect the Company's cash flows, results and financial condition.

Terrorist attacks could adversely affect the Company and EAM.

A terrorist attack, including biological or chemical weapons attacks, and the response to such terrorist attacks, could have a significant impact on the New York City area, the local economy, the United States economy, the global economy, and U.S. and/or global financial markets and could also have a material adverse effect on the Company's business and on the investment management business conducted by EAM.

Our controlling stockholder exercises voting control over the Company and has the ability to elect or remove from office all of our directors.

AB&Co. beneficially owns approximately 86.6% of the outstanding shares of the Company's voting stock. AB&Co. is therefore able to exercise voting control with respect to all matters requiring stockholder approval, including the election or removal from office of all of our directors.

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We are not subject to most of the listing standards that normally apply to companies whose shares are quoted on NASDAQ.

Our shares of common stock are quoted on NASDAQ. Under the NASDAQ listing standards, we are deemed to be a "controlled company" by virtue of the fact that AB&Co. has voting power with respect to more than 50% of our outstanding shares of voting stock. A controlled company is not required to have a majority of its board of directors comprised of independent directors. Director nominees are not required to be selected or recommended for the board's selection by a majority of independent directors or a nomination committee comprised solely of independent directors, nor do the NASDAQ listing standards require a controlled company to certify the adoption of a formal written charter or board resolution, as applicable, addressing the nominations process. A controlled company is also exempt from NASDAQ's requirements regarding the determination of officer compensation by a majority of the independent directors or a compensation committee comprised solely of independent directors. Although we currently comply with certain of the NASDAQ listing standards that do not apply to controlled companies, our compliance is voluntary, and there can be no assurance that we will continue to comply with these standards in the future.

Restructuring Transaction

The Restructuring Transaction that closed on December 23, 2010, is believed by the Company to have achieved compliance with the requirements of the order issued by the SEC on November 4, 2009 (see Item 3, "Legal Proceedings", below). However, there is a risk that the Company might be required to take additional steps, which, if required could adversely affect the Company's results of operations or its financial condition.

Item 1B. UNRESOLVED STAFF COMMENTS.

None, to the knowledge of the Company.

Item 2. PROPERTIES.

The Company leases approximately 64,000 square feet of office space at 220 East 42nd Street in New York. The lease expires May 2013. In connection with the EAM Restructuring Transaction described above, the Investment Management division vacated the New York premises. As a result approximately 18% of the New York facility is presently not utilized. In addition to the New York, NY office space, the Company owns a warehouse facility with approximately 85,000 square feet in New Jersey. The facility primarily serves the distribution operations for the various Company publications and the fulfillment operations of CPWR for the publications and serves as a disaster recovery site for the Company. The Company believes the capacity of these facilities is sufficient to meet the Company's current and expected future requirements.

Item 3. LEGAL PROCEEDINGS.

During the period from 1986 until voluntarily suspended by Value Line in November 2004, Value Line had arrangements with several of the Funds managed by Value Line pursuant to which, acting through an affiliated broker in respect of certain securities trades, Value Line's affiliated broker charged the Funds commission rates of $0.0488 per share, and forwarded such transactions to unaffiliated brokerage firms for execution, clearance and settlement at a commission rate that varied from $.02 to $.01 per share. The SEC alleged that Value Line's affiliated broker retained the excess without providing any brokerage services. On November 4, 2009, the Company, its former brokerage subsidiary and Jean B. Buttner and David T. Henigson, who were former officers and directors of the Company, concluded a negotiated settlement with the SEC as a result of an investigation into the brokerage practices discussed above (the "Settlement").

In connection with the Settlement, the Company without admitting or denying the SEC charges, paid $43,706,000 to the SEC in November 2009. During fiscal 2010, the Company recorded a provision for settlement in the amount of $48,106,000, which amount included $4,400,000 of estimated expenses associated with the Fair Fund administration and other costs which the Company is required to pay. During fiscal 2011, the SEC appointed A.B. Data, Ltd. as the Administrator of the Fair Fund. A.B. Data, Ltd. has no affiliation with the Company. In connection with its ongoing administration of the Fair Fund, A.B. Data, Ltd. estimated that the remaining costs of administration would be less than originally determined. Accordingly, the Company reduced its liability for the future costs of administration by $1,767,000 during fiscal 2011. The outstanding provision for settlement in the amount of $1,464,000 reflected as a liability in the consolidated balance sheet as of April 30, 2011, includes anticipated costs of Fair Fund administration as well as certain fees and costs arising from the Settlement and the Restructuring Transaction.

Subsequent to the Settlement and pursuant to Section 308(a) of the Sarbanes-Oxley Act of 2002, the Company's disgorgement, interest and penalty payments were placed into a Fair Fund created by the SEC. The Fair Fund will be used to reimburse shareholders who owned shares in the affected Value Line Funds in the period covered by the Settlement. The Company is required to bear all costs associated with the Fair Fund distribution, including compensating a third party consultant appointed by the SEC to administer the Fair Fund distribution.

The Settlement also required that the two former officers and directors who participated in the Settlement no longer be directors or officers of any issuer in the U.S. that has a class of securities registered pursuant to section 12(b) of the Securities Exchange Act of 1934 (the "Exchange Act") or is required to file reports pursuant to section 15(d) of the Exchange Act and disassociate themselves from the Company's investment management and brokerage business. In the case of the Company's former Chief Executive Officer and indirect controlling shareholder, Jean B. Buttner, the Settlement expressly permitted her to continue to exercise control until November 4, 2010, which date was extended by the SEC to December 24, 2010, for the purpose of engaging in one or more transactions that would result in her terminating her affiliated person status with respect to the Company's then broker-dealer and investment adviser subsidiaries. This was achieved on December 23, 2010 upon the closing of the Restructuring Transaction in which EAM, a Delaware business trust, succeeded to the regulated businesses formerly conducted by Value Line.

The Settlement with the SEC resulted in Value Line being precluded from retaining the profits, through its brokerage subsidiary, from commissions charged for securities trading by the Funds. Value Line had voluntarily suspended this practice in 2004, five years prior to the Settlement, so this aspect of the Settlement will not result in any change in revenue compared to more recent fiscal years. As further described below, the Settlement also resulted in the investment adviser business being transferred to EAM. Value Line continues to have both a non-voting revenues interest and a non-voting profits interest in EAM.

In connection with the Restructuring Transaction, in accordance with the requirements of the Investment Company Act of 1940 (the "1940 Act"), at the time of the Restructuring Transaction, each Fund's prior investment advisory agreement terminated and EAM entered into a new investment advisory agreement with each Fund. The services provided by EAM under each new agreement and the rates at which fees are paid by each Fund under its new agreement are the same as under that Fund's prior investment advisory agreement. In addition, the other terms of each Fund's new investment advisory agreement are the same as that Fund's prior investment advisory agreement, except for the date of execution, the two-year initial term, immaterial updating changes and immaterial changes in form.

Each Fund had a distribution agreement with ESI (the "Distributor"), a wholly-owned subsidiary of EAM LLC, pursuant to which the Distributor acts as principal underwriter and distributor of the Funds for the sale and distribution of their shares. As part of the Restructuring Transaction ESI was restructured as a Delaware limited liability company and changed its name to EULAV Securities LLC (which we sometimes refer to as "ES"). No other changes were made to the Distributor's organization, including its operations and personnel. For its services under the agreements, the Distributor is not entitled to receive any compensation, although it is entitled to receive fees under each Fund's Service and Distribution Plan.

As part of the Restructuring Transaction, EAM's capital structure was revised so that Value Line owns only a non-voting revenues interest and a non-voting profits interest in EAM and five individuals each own 20% of the voting profits interests of the Adviser ("EAM"). The holders of EAM's voting profits interests have the right to elect five individual trustees and a Delaware resident trustee of EAM. The trustees of EAM manage the combined company consisting of the Adviser and the Distributor much like a board of directors. EAM's holders of the voting profits interests elected themselves as the five initial individual trustees of the Adviser and the Corporation Trust Company as the Delaware resident trustee. The Trustees initially delegated the authority to manage the day-to-day business of the Adviser and the Distributor to the Adviser's senior executive, Mitchell E. Appel, who is one of the Trustees and is also a Director of the Funds.

Each of the five individuals holding voting profits interests in EAM was granted 20% of the voting power for the election of trustees and other matters submitted for approval by the holders of the profits interests of the Adviser in exchange for the agreement by such individual to act as an initial voting profits interest holder and, in the case of Mr. Appel, as the initial senior executive officer, of EAM in order to enable Value Line to complete the required disassociation from the Company's regulated entities. Collectively, the holders of the voting profits interests are entitled to receive 50% of the residual profits of the business, in which the share of Mr. Appel is 45% and the others each 1.25%, subject to temporary adjustments in certain circumstances, Value Line retains a non-voting profits interest representing 50% of residual profits, subject to temporary adjustments in certain circumstances and has no power to vote for the election, removal or replacement of the trustees of EAM. Value Line also has a non-voting revenues interest in EAM pursuant to which it is entitled to receive a portion of the non-distribution revenues of the business ranging from 41% at non-distribution fee revenue levels of $9 million or less to 55% at such revenue levels of $35 million or more. In the event the business is sold or liquidated, the first $56.1 million of net proceeds (the value of the business at the time the Restructuring Transaction was approved as determined by the directors of Value Line after reviewing a valuation report by the directors' financial advisors) plus any additional capital contributions (Value Line or any holder of a voting profits interest, at its discretion, may make future contributions to its capital account in EAM), which contributions would increase its capital account but not its percentage interest in operating profits, will be distributed in accordance with capital accounts; 20% of the next $56.1 million will be distributed to the holders of the voting profits interests and 80% to the holders of the non-voting profits interests (initially Value Line); and the excess will be distributed 45% to the holders of the voting profits interests and 55% to the holders of the non-voting profits interests.

In connection with the Restructuring Transaction, Value Line (1) granted the Adviser, the Distributor and each Fund use of the name "Value Line" so long as the Adviser remains the Fund's adviser and on the condition that the Fund does not alter its investment objectives or fundamental policies as they exist on the date of the investment advisory agreement, provided also the Funds do not use leverage for investment purposes, short selling or other complex or unusual investment strategies that create a risk profile similar to that of so-called hedge funds, (2) agreed to provide the Adviser its ranking information without charge on as favorable a basis as to its best institutional customers and (3) agreed to capitalize the business with $7 million of cash and cash equivalents.

The EAM trust entity has no fixed term, but in the event that control of the Company's majority shareholder changes, or in the event that the majority shareholder no longer beneficially owns 5% or more of the voting securities of the Company, then the Company has the right, but not the obligation, to buy the voting profits interests in EAM at a fair market value to be determined by an independent valuation firm in accordance with the terms of the EAM Trust Agreement.

Value Line also has certain consent rights with respect to extraordinary events involving EAM, such as a proposed sale of all or a significant part of EAM, material acquisitions, entering into businesses other than asset management and fund distribution, paying compensation in excess of the mandated limit of 22.5%-30% of non-distribution fee revenues (depending on the level of such revenues), declaring voluntary bankruptcy, making material changes in tax or accounting policies or making substantial borrowings, and entering into related party transactions. These rights were established to protect Value Line's non-voting revenues and non-voting profits interests in EAM.

As a result of the Restructuring Transaction, Value Line ceased to "control" (as that term is defined in the 1940 Act) the Adviser or the Distributor. Under the terms of the Settlement with the SEC, two individuals who participated in the Settlement were barred from association with any broker, dealer, or investment adviser and were prohibited from serving or acting in various capacities, including as an "affiliated person" (as that term is defined in the 1940 Act) of the Funds, the Adviser or the Distributor subject to a limited exception until December 24, 2010. The required "disassociation" was accomplished when the Company transferred 100% of the voting control over the regulated investment adviser and broker-dealer subsidiaries to five individual voting profits interest holders of EAM, none of whom is under the control of the Company or its direct or indirect majority shareholder.

On a short-term transitional basis, EAM and the Distributor occupied a portion of the premises that the Company leases from a third party. The Company received rental payments from EAM and provided certain accounting and other administrative support services to EAM on a transitional basis. In accordance with the terms of the Restructuring Transaction, EAM vacated the Company's premises before June 1, 2011.

Set forth below is brief biographical information with respect to the five individuals who, to the knowledge of the Company, will own all of the voting profits interests in the Adviser, including information with respect to each such person's association with the Company as an employee or director prior to the completion of the Restructuring Transaction:

Mr. A. Short, the first Chairman of the Trustees of EAM, is a former practicing attorney with an extensive background in the mutual funds industry and interests in private equity firms. He served as (executive) Vice Chairman of W. P. Stewart & Co., Inc. and currently serves as an independent director and Audit Chair of an unrelated funds group.

Mr. A. Aronovitz is an experienced accountant and financial executive and served as interim chief financial officer of Comverse Technologies, a public company, after being appointed to the position following a securities investigation.

Mr. R. Berenger is a highly experienced compliance official, principally in the brokerage industry.

Mr. R. Rice was a practicing attorney and is currently the Managing Partner of Tangent Capital and also serves on the boards of several private technology and media companies. Mr. Rice has succeeded Mr. Sirota as a Trustee of EAM (Mr. Sirota was one of the five initial individual Trustees of EAM and subsequently resigned). Mr. Rice anticipates acquiring Mr. Sirota's non-voting profits interest.

Mr. M. Appel was the Chief Financial Officer of the Company from April 2008 to December 2010 and from September 2005 to November 2007; President of each of the Value Line Funds since June 2008; Director of each of the Value Line Funds since December 2010; President of EAM LLC and ESI from February 2009 until the completion of the Restructuring Transaction on December 23, 2010; Treasurer of Value Line from June to September 2005; and Chief Financial Officer, XTF Asset Management from November 2007 to April 2008. Mr. Appel served as a Director on the Company's Board from February 2010 to December 2010. He earned his MBA from New York University.

On September 3, 2008, the Company was served with a derivative shareholder's suit filed in New York County Supreme Court (the "Court") naming certain current and former directors of the Company and alleging breach of fiduciary duty and related allegations, most of which arise from the SEC matter. The complaint sought return of remuneration by the directors and other remedies. A second derivative shareholder's suit was filed in New York County Supreme Court on or about November 9, 2009, naming certain current and former Value Line Directors and the Parent as defendants. This suit primarily restates the same or similar allegations and seeks similar remedies as were sought in the earlier derivative shareholder's suit served in September 2008. By order dated January 8, 2010, the Court granted plaintiffs' motion to consolidate the two cases. The Company has advised its insurance carriers of these developments. It is not possible to estimate accurately an amount or range of loss on the Company's financial statements.

The present and former directors who are defendants in the consolidated cases filed in 2008 and 2009 are Howard A. Brecher, Edgar A. Buttner, Jean B. Buttner and David T. Henigson. The complaints do not specify a basis for calculating remuneration that the actions seek to have returned to the Company, nor do the original or amended complaints state a total of such remuneration.

Following mediation under the auspices of the Court, on March 22, 2011, an agreement in principle was reached by the parties to settle the litigation. The settlement in principle is subject to the parties' execution of a settlement agreement and Court approval. Provided the settlement agreement is consummated and approved, the settlement in principle calls for payment of settlement funds in an aggregate sum of $2.9 million for the benefit of the Company's minority shareholders (the Company's shareholders other than AB&Co., all other named defendants and members of their immediate families). That sum is inclusive of any and all costs and expenses of the plaintiffs in relation to the case, including but not limited to legal fees and other charges and court costs. Since the settlement in principle calls for payment of settlement funds by parties other than the Company, the settlement of these cases on the terms contemplated by the settlement in principle, if completed, will have no material effect on the financial condition, results of operations or cash flows of the Company.

Item 4. (Removed and Reserved)

Part II

Item 5. MARKET FOR REGISTRANT’S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.

The Registrant’s Common Stock is traded on NASDAQ under the symbol “VALU”. The approximate number of record holders of the Registrant’s Common Stock at April 30, 2011 was 50. As of June 30, 2011, the closing stock price was $13.41.

The reported high and low prices and the dividends paid on these shares during the past two fiscal years were as follows:

Quarter Ended	High	Low	Dividend Declared Per Share
April 30, 2011	$14.04	$13.87	$0.20
January 31, 2011			