HighMark Funds

Equity Funds
Fixed Income Funds
Asset Allocation Funds
Supplement dated April 5, 2010
To Retail Shares Prospectus dated December 1, 2009

This Supplement provides new and additional information beyond the information already contained in the Prospectus and should be read in conjunction with the Prospectus.

I. Effective May 1, 2010, Aronson+Johnson+Ortiz, L.P. will no longer serve as the sub-adviser to HighMark Large Cap Value Fund (the "Large Cap Value Fund"). As of such date, HighMark Capital Management, Inc. ("HighMark Capital Management") will provide the day-to-day portfolio management for the Large Cap Value Fund.

Beginning on May 1, 2010, HighMark Capital Management is expected to engage in a restructuring of the Large Cap Value Fund's portfolio, which will cause the Large Cap Value Fund to incur brokerage and other transactional costs that would not otherwise have been borne by the Large Cap Value Fund. It is impossible to estimate with certainty what the amount of these costs will be. Additionally, any net gains recognized as a result of asset sales will be distributed to shareholders as taxable dividends, and, therefore, the restructuring of the Large Cap Value Fund's portfolio may increase the amount of taxes payable by shareholders. However, due to the Large Cap Value Fund's available capital loss carryover, HighMark Capital Management does not anticipate that significant distributions will be made, if any.

Consequently, as of May 1, 2010, the Prospectus is modified as follows:

1. The section under the heading "Investment Strategy" on page 39, is deleted in its entirety and replaced with the following:

> HighMark Large Cap Value Fund seeks long-term capital appreciation. To pursue this goal, the Fund invests primarily in U.S. stocks that the portfolio managers believe are undervalued.
>
> The portfolio managers emphasize a value-oriented approach to selecting stocks for the Fund's portfolio. When selecting stocks for the Fund's portfolio, the portfolio managers attempt to identify stocks that are undervalued relative to the market, the stocks' historic valuations or the stocks' future potential based on factors such as the stocks' underlying earnings, book values, cash flows, dividend yields and private market values. The Fund will generally invest in companies with large capitalizations, and it is anticipated that a majority of such companies will pay dividends.
>
> Under normal circumstances, the Fund will invest at least 80% of its assets in **large capitalization companies**.
>
> The Fund may invest up to 20% of the Fund's assets in foreign securities (which may include investing up to 5% of the Fund's assets in emerging market securities), including ADRs and locally traded securities. The Fund may also invest in convertible bonds and other types of securities in addition to those described above. In an effort to preserve the value of your investment under volatile market conditions, the portfolio managers may invest more than 20% of the Fund's assets in very short-term debt obligations. Such a strategy could make it more difficult for the Fund to achieve its goals.

For a more complete description of the securities in which the Fund can invest, please see "Other Investment Matters" and "Instruments, Investment Techniques and Risks."

2. The subsection under the subheading "Large Cap Value Fund" under the heading "Sub-Advisers" on page 111, is deleted in its entirety.

3. In the table under the heading "Portfolio Managers" on page 113, the portfolio managers listed for the Large Cap Value Fund are deleted in their entirety and replaced with the following portfolio managers: Richard Earnest, Keith Stribling and Todd Lowenstein. These individuals will be co-managers of the Large Cap Value Fund.

4. In the table under the heading "Portfolio Managers" on pages 114-118, all references to Theodore R. Aronson, Stefani Cranston, Gina Marie N. Moore, Martha E. Ortiz and R. Brian Wenzinger are deleted in their entirety. In addition, references to Richard Earnest, Keith Stribling and Todd Lowenstein are deleted in their entirety and replaced with the following:

Portfolio Manager	Length of Service with HighMark Fund	Business Experience During Past Five Years
Richard Earnest	Large Cap Value Fund since 2010; Value Momentum Fund since 1991.**	Senior Vice President and Director of Value Momentum for HighMark Capital Management, Inc.; associated with HighMark Capital Management and its predecessors since 1964.
Todd Lowenstein	Large Cap Value Fund since 2010; Value Momentum Fund since 2001.	Vice President and Director of Value Momentum for HighMark Capital Management, Inc. since 2001; worked at JP Morgan and as senior manager at KPMG Peat Marwick prior to joining HighMark Capital Management.
Keith Stribling	Large Cap Value Fund since 2010; Value Momentum Fund since 1998.	Vice President and Director of Value Momentum for HighMark Capital Management, Inc.; associated with HighMark Capital Management and its predecessors since 1995.

** Mr. Earnest was the portfolio manager of Stepstone Value Momentum Fund prior to its consolidation with the Value Momentum Fund in 1997.

5. The subsection under the subheading "SUB-ADVISER (Large Cap Value Fund)" under the heading "HighMark Funds Service Providers" on the back cover page is deleted in its entirety.

II. Effective May 3, 2010, the sales charge for Class A Shares is waived for purchases of $500,000 or greater with respect to the fixed-income funds.

Consequently, as of May 3, 2010, the Prospectus is modified as follows:

1. The double-asterisked footnote to the table titled "FEES AND EXPENSES" for HighMark Bond Fund on page 62, HighMark California Intermediate Tax-Free Bond Fund on page 66, HighMark National Intermediate Tax-Free Bond Fund on page 70, HighMark Short Term Bond Fund on page 74 and HighMark Wisconsin Tax-Exempt Fund on page 79 is deleted in its entirety and replaced with the following:

> ** If you sell Class A Shares within one year of buying them and you purchased those Shares without a sales charge because your initial investment was $1 million or greater and was made prior to May 3, 2010, or was $500,000 or greater and was made on or after May 3, 2010, you must pay a Contingent Deferred Sales Charge of 0.50%. See "How Sales Charges are Calculated."

2. The sentence "Orders for Class C Shares for $1 million or more normally should be placed as orders for Class A Shares." under the subheading "Class A", under the heading "Choosing a Share Class" on page 96, is deleted in its entirety and replaced with the following:

> Orders for Class C Shares for $1 million or more (or, in the case of the fixed-income funds, orders for Class C Shares for $500,000 or more) normally should be placed as orders for Class A Shares.

3. The paragraphs after the list of Funds under the subheading "Class C" on page 97, under the heading "Choosing a Share Class" on page 96, are deleted in their entirety and replaced with the following:

> To compensate HighMark Capital Management, Inc. for the commission it may pay to your broker or financial institution at the time of purchase, HighMark Capital Management, Inc. may receive 12b-1 fees paid on Class C Shares during the first 12 months of investment.
>
> *For the actual past expenses of each share class, see the individual Fund profiles earlier in this prospectus.*
>
> *Because 12b-1 fees are paid on an ongoing basis, Class B and Class C shareholders could end up paying more expenses over the long term than Class A shareholders who hold their Shares for a similar period.*
>
> *For purchases of $1 million or greater with respect to the equity funds or asset allocation portfolios, or of $500,000 or greater with respect to the fixed-income funds, the sales charge for Class A Shares is waived. As a result, if you are making an initial investment of $1 million or more in the equity funds or asset allocation portfolios, or of $500,000 or more in the fixed-income funds, the lower operating expenses of Class A Shares may make them a better choice for you than Class C Shares.*
>
> *The Funds also offer Fiduciary Class Shares, which have their own expense structure. Fiduciary Class Shares are available only to financial institutions, fiduciary clients of Union Bank, N.A., and certain other qualified investors. The Cognitive Value Fund, the Enhanced Growth Fund and the International Opportunities Fund also offer Class M Shares. Class M Shares are only available to clients of Bailard, Inc., employees and officers of Bailard, Inc., and their families and friends, and investors who at the time of the proposed purchase are existing Class M shareholders of a Fund. Call us at 1-800-433-6884 for more details.*

4. The table titled “FIXED-INCOME FUNDS”, under the heading “How Sales Charges Are Calculated” on page 97, is deleted in its entirety and replaced with the following:

FIXED-INCOME FUNDS

Your Investment	As a Percentage of Offering Price	As a Percentage of Your Investment
0 - $99,999	2.25%	2.30%
$100,000 - $249,999	1.75%	1.78%
$250,000 - $499,999	1.25%	1.27%
$500,000 and Over	0.00%*	0.00%

* If you sell Class A Shares within one year of buying them and you bought those Shares without a sales charge because your initial investment was $1 million or greater and was made prior to May 3, 2010, or was $500,000 or greater and was made on or after May 3, 2010, you must pay a Contingent Deferred Sales Charge of 0.50%, based on the current market value of the Shares. Multiple purchases are handled on a “first in, first out” basis. This Contingent Deferred Sales Charge may be paid to HighMark Capital Management, Inc. to compensate it for the commission it may pay to your broker or financial institution at the time of purchase.

Please retain this supplement for future reference.