

Dreyfus Prime Money Market Fund



SEMIANNUAL REPORT
October 31, 2018

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THE FUND

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A LETTER FROM THE PRESIDENT OF DREYFUS

Dear Shareholder:

We are pleased to present this semiannual report for Dreyfus Prime Money Market Fund, covering the six-month period from May 1, 2018 through October 31, 2018. For information about how the fund performed during the reporting period, as well as general market perspectives, we provide a Discussion of Fund Performance on the pages that follow.

The pattern of synchronized growth that characterized the global economy during 2017 gave way early in 2018 to a more uneven performance. While the U.S. economy remained strong, and Japan rebounded from a weak first quarter, growth in Europe slowed. Overall, global economic activity moderated as the reporting period progressed.

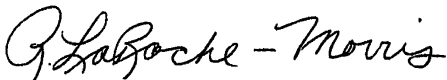
In this environment, returns in global equities markets were flat to down. U.S. stocks eked out modest gains, declining from highs set earlier in the reporting period despite trade tensions and rising interest rates. Earnings remained robust as corporations continued to benefit from the corporate tax cut enacted last year. Growth stocks outpaced value stocks, and large caps edged out small caps. In contrast to the U.S. market, stocks in other developed markets experienced greater declines, while in emerging markets equities continued to reflect economic fragility and the currency crises in Turkey and Argentina.

In fixed income, performance was generally muted. Rising short-term interest rates led to returns that were largely flat to down in most segments. The yield on the 10-year Treasury surged as U.S. growth remained strong and employment data continued to improve, but concerns about trade tensions and the global economy kept the yield from rising further.

We expect robust U.S. growth and healthy earnings to persist over the near term, but with the economic expansion now the second longest on record, we will continue to monitor the data for any signs of recession. As always, we encourage you to discuss the risks and opportunities of today's investment environment with your financial advisor.

Thank you for your continued confidence and support.

Sincerely,



Renee Laroche-Morris
President
The Dreyfus Corporation
November 15, 2018

DISCUSSION OF FUND PERFORMANCE (Unaudited)

For the period from May 1, 2018 through October 31, 2018, as provided by James O'Connor, Portfolio Manager

This semiannual report for Dreyfus Prime Money Market Fund covers the six-month period ended October 31, 2018. During the reporting period, the fund's Class A shares produced a yield of 1.99% and, taking into account the effects of compounding, an effective yield of 2.01%.¹

Yields of money market instruments climbed during the reporting period in response to sustained economic growth, more stimulative fiscal policies and two increases in short-term interest rates from the Federal Reserve Board (the "Fed").

Federal Reserve Continues Interest-Rate Hikes, Economy Remains Robust

The reporting period began in the midst of positive investor sentiment as investors and monetary policymakers looked forward to stronger economic growth stemming in part from recently enacted tax reform and from business-friendly policies of the Trump administration. In May 2018, the expanding U.S. economy led to the creation of 268,000 new jobs and the unemployment rate slid to 3.8%. Manufacturing activity slipped in June, with industrial production edging downward. The Institute for Supply Management's purchasing managers' index also declined slightly.

Gross domestic product for the first quarter of 2018 was also revised downward in June to 2.0% from 2.2%, though business investment remained strong. The unemployment rate ticked up to 4.0%, and 208,000 new jobs were added. On June 13, the Fed raised short-term interest rates for the second time in 2018, sending the federal funds rate to between 1.75% and 2.00%. The Fed's preferred measure of inflation, the "core" Personal Consumption Expenditures (PCE) Price Index, which excludes food and energy prices, remained at 2.0%, matching the Fed's target.

The economy generated 165,000 new jobs in July, and the unemployment rate declined to 3.9%. Activity in the manufacturing sector rebounded and retail sales beat expectations. In August, 286,000 jobs were added while the unemployment rate remained steady at 3.9%. Housing starts were disappointing, possibly due to capacity constraints, while the core PCE remained unchanged at 2.0%.

In September, the labor market produced 119,000 new jobs, and the unemployment rate fell to 3.7%. The U.S. economy expanded at a 3.5% annualized rate in the third quarter of 2018, according to the final estimate, down from an initial estimate of 4.1%. Consumer spending remained strong while business investment declined modestly. The Fed continued on its path of monetary tightening, raising the federal funds target rate for a third time in 2018, bringing it to between 2.00% and 2.25%. The core PCE Price Index remained unchanged at 2.0%.

The unemployment rate stayed at 3.7% in October and an estimated 237,000 jobs were created. Industrial production improved only slightly, as utility-related output was hindered by Hurricane Michael. Housing starts improved, but single-family units declined for the second straight month.

DISCUSSION OF FUND PERFORMANCE (*Unaudited*) (*continued*)

Additional Rate Hikes Expected

The Fed has continued to moderate its accommodative monetary policy by unwinding its balance sheet through the sale of U.S. government securities, and more short-term interest-rate hikes are anticipated over the remainder of 2018 and into 2019. During the reporting period, core inflation reached the Fed's target rate of 2.0%.

In this rising interest-rate environment, we have maintained the fund's weighted average maturity in a range that is modestly shorter than industry averages. This strategy is intended to capture higher yields as they become available. As always, we have retained our longstanding focus on quality and liquidity.

November 15, 2018

¹ *Annualized effective yield is based upon dividends declared daily and reinvested monthly. Class A is an annualized yield. Past performance is no guarantee of future results. Yields fluctuate.*

You could lose money by investing in a money market fund. Although the fund seeks to preserve the value of your investment at \$1.00 per share, it cannot guarantee it will do so. The fund may impose a fee upon the sale of your shares or may temporarily suspend your ability to sell shares if the fund's liquidity falls below required minimums because of market conditions or other factors. An investment in the fund is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. The fund's sponsor has no legal obligation to provide financial support to the fund, and you should not expect that the sponsor will provide financial support to the fund at any time.

Short-term corporate, asset-backed securities holdings and municipal securities holdings (as applicable), while rated in the highest rating category by one or more NRSROs (nationally recognized statistical rating organizations) (or unrated, if deemed of comparable quality by Dreyfus), involve credit and liquidity risks and risk of principal loss.

UNDERSTANDING YOUR FUND'S EXPENSES (Unaudited)

As a mutual fund investor, you pay ongoing expenses, such as management fees and other expenses. Using the information below, you can estimate how these expenses affect your investment and compare them with the expenses of other funds. You also may pay one-time transaction expenses, including sales charges (loads) and redemption fees, which are not shown in this section and would have resulted in higher total expenses. For more information, see your fund's prospectus or talk to your financial adviser.

Review your fund's expenses

The table below shows the expenses you would have paid on a \$1,000 investment in Dreyfus Prime Money Market Fund from May 1, 2018 to October 31, 2018. It also shows how much a \$1,000 investment would be worth at the close of the period, assuming actual returns and expenses.

Expenses and Value of a \$1,000 Investment

assuming actual returns for the six months ended October 31, 2018

| | Class A |
|--|-------------|
| Expenses paid per \$1,000 [†] | \$.51 |
| Ending value (after expenses) | \$ 1,010.10 |

COMPARING YOUR FUND'S EXPENSES WITH THOSE OF OTHER FUNDS (Unaudited)

Using the SEC's method to compare expenses

The Securities and Exchange Commission ("SEC") has established guidelines to help investors assess fund expenses. Per these guidelines, the table below shows your fund's expenses based on a \$1,000 investment, assuming a hypothetical 5% annualized return. You can use this information to compare the ongoing expenses (but not transaction expenses or total cost) of investing in the fund with those of other funds. All mutual fund shareholder reports will provide this information to help you make this comparison. Please note that you cannot use this information to estimate your actual ending account balance and expenses paid during the period.

Expenses and Value of a \$1,000 Investment

assuming a hypothetical 5% annualized return for the six months ended October 31, 2018

| | Class A |
|--|-------------|
| Expenses paid per \$1,000 [†] | \$.51 |
| Ending value (after expenses) | \$ 1,024.70 |

[†] Expenses are equal to the fund's annualized expense ratio of .10% for Class A, multiplied by the average account value over the period, multiplied by 184/365 (to reflect the one-half year period).

STATEMENT OF INVESTMENTS

October 31, 2018 (Unaudited)

| Description | Annualized Yield (%) | Maturity Date | Principal Amount (\$) | Value (\$) |
|---|----------------------|---------------|--------------------------|-------------------|
| Asset-Backed Commercial Paper - 10.0% | | | | |
| Alpine Securities Corporation LLC | 2.40 | 1/14/19 | 5,000,000 ^a | 4,975,744 |
| Atlantic Asset Management LLC | 2.38 | 1/10/19 | 5,000,000 ^a | 4,976,861 |
| Cancara Asset Securitisation LLC | 2.31 | 11/28/18 | 5,000,000 ^a | 4,991,487 |
| Total Asset-Backed Commercial Paper (cost \$14,944,092) | | | | 14,944,092 |
| Commercial Paper - 27.5% | | | | |
| DBS Bank Ltd | 2.56 | 3/14/19 | 5,000,000 | 4,953,819 |
| Federation des caisses Desjardins du Quebec | 2.29 | 12/6/18 | 5,000,000 | 4,989,063 |
| Matchpoint Finance PLC | 2.50 | 1/24/19 | 5,000,000 | 4,971,417 |
| Mitsubishi UFJ Financial Group | 2.28 | 11/9/18 | 5,000,000 | 4,997,467 |
| NRW Bank | 2.41 | 2/28/19 | 5,000,000 | 4,960,168 |
| Prudential Funding LLC | 2.22 | 11/1/18 | 6,000,000 | 6,000,000 |
| Toronto-Dominion Bank Ltd3 Month LIBOR + .10% | 2.43 | 9/11/19 | 5,000,000 ^{b,c} | 5,000,000 |
| Westpac Banking Corp3 Month LIBOR + .10% | 2.51 | 10/4/19 | 5,000,000 ^{b,c} | 4,999,434 |
| Total Commercial Paper (cost \$40,871,368) | | | | 40,871,368 |
| Commercial Paper - Municipal - 10.0% | | | | |
| Bedford Row Funding Corp | 2.78 | 5/15/19 | 5,000,000 | 4,926,875 |
| Collateralized Commercial Paper Co LLC | 2.58 | 3/4/19 | 5,000,000 | 4,956,950 |
| United Overseas Bank Ltd | 2.46 | 1/14/19 | 5,000,000 | 4,975,231 |
| Total Commercial Paper - Municipal (cost \$14,859,056) | | | | 14,859,056 |
| Negotiable Bank Certificates of Deposit - 28.2% | | | | |
| Banco Santander SA | 2.70 | 1/29/19 | 5,000,000 | 5,000,000 |
| Bank Of Montreal Chicago | 2.38 | 12/21/18 | 5,000,000 | 5,000,000 |
| Bank of Nova Scotia1 Month LIBOR + .25% | 2.53 | 11/5/18 | 5,000,000 ^b | 5,000,000 |
| Canadian Imperial Bank of Commerce1 Month LIBOR + .20% | 2.46 | 5/2/19 | 5,000,000 ^b | 5,000,000 |
| DNB Bank Asa | 2.40 | 1/22/19 | 5,000,000 | 5,000,000 |
| Landesbank Hessen (Yankee) | 2.21 | 11/7/18 | 7,000,000 | 7,000,000 |
| Sumitomo Mitsui Trust Bank Ltd1 Month LIBOR + .26% | 2.55 | 4/18/19 | 5,000,000 ^b | 5,000,000 |
| Wells Fargo Bank1 Month LIBOR + .37% | 2.67 | 11/29/19 | 5,000,000 ^b | 5,000,000 |
| Total Negotiable Bank Certificates of Deposit (cost \$42,000,000) | | | | 42,000,000 |
| Time Deposits - 10.8% | | | | |
| Australia & New Zealand Banking Group Ltd (Cayman) | 2.19 | 11/1/18 | 7,000,000 | 7,000,000 |

| Description | Annualized Yield (%) | Maturity Date | Principal Amount (\$) | Value (\$) |
|---|----------------------|---------------|-----------------------|--------------------|
| Time Deposits - 10.8% (continued) | | | | |
| DNB Bank Asa (Cayman) | 2.16 | 11/1/18 | 2,000,000 | 2,000,000 |
| Northern Trust Company (Cayman) | 2.18 | 11/1/18 | 7,000,000 | 7,000,000 |
| Total Time Deposits (cost \$16,000,000) | | | | 16,000,000 |
| Repurchase Agreements - 13.4% | | | | |
| Barclays Bank PLC | 2.19 | 11/1/18 | 15,000,000 | 15,000,000 |
| HSBC USA Inc | 2.39 | 11/1/18 | 5,000,000 | 5,000,000 |
| Total Repurchase Agreements (cost \$20,000,000) | | | | 20,000,000 |
| Total Investments (cost \$148,674,516) | | | 99.9% | 148,674,516 |
| Cash and Receivables (Net) | | | .1% | 142,435 |
| Net Assets | | | 100.0% | 148,816,951 |

^a Security is a discount security. Income is recognized through the accretion of discount.

^b Variable rate security—rate shown is the interest rate in effect at period end. Date shown represents the earlier of the next interest reset date or ultimate maturity date.

^c Security exempt from registration pursuant to Rule 144A under the Securities Act of 1933. These securities may be resold in transactions exempt from registration, normally to qualified institutional buyers. At October 31, 2018, these securities amounted to \$9,999,434 or 6.72% of net assets.

| Portfolio Summary (Unaudited) † | Value (%) |
|---|-------------|
| Banks | 75.8 |
| Financial | 14.1 |
| Asset-Backed Ctfs./Multiseller Programs | 10.0 |
| | 99.9 |

† Based on net assets.

See notes to financial statements.

STATEMENT OF ASSETS AND LIABILITIES

October 31, 2018 (Unaudited)

| | Cost | Value |
|---|-------------|--------------------|
| Assets (\$): | | |
| Investments in securities—See Statement of Investments (including repurchase agreements of \$17,000,000)— Note 1(b) | 148,674,516 | 148,674,516 |
| Cash | | 15,192 |
| Receivable for shares of Beneficial Interest subscribed | | 420,115 |
| Interest receivable | | 92,489 |
| | | 149,202,312 |
| Liabilities (\$): | | |
| Due to The Dreyfus Corporation and affiliates—Note 2(b) | | 22,066 |
| Payable for shares of Beneficial Interest redeemed | | 362,228 |
| Trustees fees and expenses payable | | 1,067 |
| | | 385,361 |
| Net Assets (\$) | | 148,816,951 |
| Composition of Net Assets (\$): | | |
| Paid-in capital | | 148,818,000 |
| Total distributable earnings (loss) | | (1,049) |
| Net Assets (\$) | | 148,816,951 |
| Shares Outstanding | | |
| (unlimited number of \$.001 par value shares of Beneficial Interest authorized) | | 148,816,872 |
| Net Asset Value Per Share (\$) | | 1.00 |

See notes to financial statements.

STATEMENT OF OPERATIONS

Six Months Ended October 31, 2018 (Unaudited)

| | |
|---|------------------|
| Investment Income (\$): | |
| Interest Income | 1,565,370 |
| Expenses: | |
| Management fee—Note 2(a) | 71,438 |
| Administration fee—Note 2(a) | 71,438 |
| Trustees' fees—Note 2(a,c) | 6,845 |
| Total Expenses | 149,721 |
| Less—Trustees' fees reimbursed by Dreyfus—Note 2(a) | (6,845) |
| Net Expenses | 142,876 |
| Investment Income—Net | 1,422,494 |
| Net Realized Gain (Loss) on Investments—Note 1(b) (\$) | 77 |
| Net Increase in Net Assets Resulting from Operations | 1,422,571 |

See notes to financial statements.

STATEMENT OF CHANGES IN NET ASSETS

| | Six Months Ended October 31, 2018 (Unaudited) | Year Ended April 30, 2018 ^{a,b} |
|--|---|---|
| Operations (\$): | | |
| Investment income—net | 1,422,494 | 1,660,906 |
| Net realized gain (loss) on investments | 77 | 632 |
| Net Increase (Decrease) in Net Assets Resulting from Operations | 1,422,571 | 1,661,538 |
| Distributions (\$): | | |
| Distributions to shareholders: | | |
| Citizens Shares | - | (19,255) |
| Class B | - | (23,240) |
| Class C | - | (12,453) |
| Class A | (1,424,247) | (1,605,958) |
| Total Distributions | (1,424,247) | (1,660,906) |
| Beneficial Interest Transactions (\$1.00 per share): | | |
| Net proceeds from shares sold: | | |
| Citizens Shares | - | 3,121,855 |
| Class B | - | 638,593 |
| Class C | - | 13,415,709 |
| Class A | 96,850,811 | 222,612,433 |
| Distributions reinvested: | | |
| Citizens Shares | - | 3,606 |
| Class B | - | 17,043 |
| Class C | - | 8,210 |
| Class A | 328,889 | 297,133 |
| Cost of shares redeemed: | | |
| Citizens Shares | - | (7,975,290) |
| Class B | - | (8,548,750) |
| Class C | - | (28,634,865) |
| Class A | (78,054,529) | (193,508,884) |
| Increase (Decrease) in Net Assets from Beneficial Interest Transactions | 19,125,171 | 1,446,793 |
| Total Increase (Decrease) in Net Assets | 19,123,495 | 1,447,425 |
| Net Assets (\$): | | |
| Beginning of Period | 129,693,456 | 128,246,031 |
| End of Period | 148,816,951 | 129,693,456 |

^a Effective August 31, 2017, Citizens shares, Class B and Class C shares were converted to Class A shares; 1,026,783 Citizens shares, 4,815,641 Class B and 13,362,824 Class C shares representing \$19,216,581 were exchanged for 19,216,581 Class A shares of which Citizens shares, Class B and Class C shares were fully converted to Class A shares.

^b Distributions to shareholders include \$19,255 Citizens Shares, \$23,240 Class B, \$12,453 Class C and \$1,605,958 Class A of distributions from net investment income.

See notes to financial statements.

FINANCIAL HIGHLIGHTS

The following tables describe the performance for each share class for the fiscal periods indicated. All information reflects financial results for a single fund share. Total return shows how much your investment in the fund would have increased (or decreased) during each period, assuming you had reinvested all dividends and distributions. These figures have been derived from the fund's financial statements.

| Class A Shares | Six Months Ended | Year Ended April 30, | | |
|---|---------------------------------|----------------------|---------|---------------------|
| | October 31, 2018 (Unaudited) | 2018 | 2017 | 2016 ^a |
| Per Share Data (\$): | | | | |
| Net asset value, beginning of period | 1.00 | 1.00 | 1.00 | 1.00 |
| Investment Operations: | | | | |
| Investment income—net | .01 | .012 | .006 | .000 ^b |
| Distributions: | | | | |
| Dividends from investment income—net | (.01) | (.012) | (.006) | (.000) ^b |
| Net asset value, end of period | 1.00 | 1.00 | 1.00 | 1.00 |
| Total Return (%) | 1.01 ^c | 1.25 | .55 | .04 ^c |
| Ratios/Supplemental Data (%): | | | | |
| Ratio of total expenses to average net assets | .10 ^d | .20 | .20 | .32 ^d |
| Ratio of net expenses to average net assets | .10 ^d | .19 | .20 | .20 ^d |
| Ratio of net investment income to average net assets | .97 ^d | 1.26 | .64 | .23 ^d |
| Net Assets, end of period (\$ x 1,000) | 148,817 | 129,693 | 100,291 | 40 |

^a From March 1, 2016 (commencement of initial offering) to April 30, 2016.

^b Amount represents less than \$.001 per share.

^c Not annualized.

^d Annualized.

See notes to financial statements.

NOTES TO FINANCIAL STATEMENTS (Unaudited)

NOTE 1—Significant Accounting Policies:

Dreyfus Prime Money Market Fund (the “fund”) is a separate diversified series of CitizensSelect Funds (the “Company”), which is registered under the Investment Company Act of 1940, as amended (the “Act”), as an open-end management investment company and operates as a series company currently offering two series, including the fund. The fund’s investment objective is to seek as high a level of current income as is consistent with the preservation of capital and the maintenance of liquidity. The Dreyfus Corporation (the “Manager” or “Dreyfus”), a wholly-owned subsidiary of The Bank of New York Mellon Corporation (“BNY Mellon”), serves as the fund’s investment adviser. MBSC Securities Corporation (the “Distributor”), a wholly-owned subsidiary of Dreyfus, is the distributor of the fund’s shares, which are sold without a sales charge. Class A shares are subject to an Administrative Services Plan.

The Company’s Board of Trustees (the “Board”), effective August 31, 2017, approved the conversion of the fund’s Citizens shares, Class B and Class C shares into Class A shares.

The fund operates as a “retail money market fund” as that term is defined in Rule 2a-7 under the Act (a “Retail Fund”). It is the fund’s policy to maintain a constant net asset value (“NAV”) per share of \$1.00, and the fund has adopted certain investment, portfolio valuation and dividend and distribution policies to enable it to do so. There is no assurance, however, that the fund will be able to maintain a constant NAV per share of \$1.00. As a Retail Fund, the fund may, or in certain circumstances, must impose a fee upon the sale of shares or may temporarily suspend redemptions if the fund’s weekly liquid assets fall below required minimums because of market conditions or other factors.

The Company accounts separately for the assets, liabilities and operations of each series. Expenses directly attributable to each series are charged to that series’ operations; expenses which are applicable to all series are allocated among them on a pro rata basis.

The Financial Accounting Standards Board (“FASB”) Accounting Standards Codification is the exclusive reference of authoritative U.S. generally accepted accounting principles (“GAAP”) recognized by the FASB to be applied by nongovernmental entities. Rules and interpretive releases of the Securities and Exchange Commission (“SEC”) under authority of federal laws are also sources of authoritative GAAP for SEC registrants. The fund’s financial statements are prepared in accordance with GAAP, which may require the use of management estimates and assumptions. Actual results could differ from those estimates.

The Company enters into contracts that contain a variety of indemnifications. The fund's maximum exposure under these arrangements is unknown. The fund does not anticipate recognizing any loss related to these arrangements.

(a) Portfolio valuation: Investments in securities are valued at amortized cost in accordance with Rule 2a-7 under the Act. If amortized cost is determined not to approximate market value, the fair value of the portfolio securities will be determined by procedures established by and under the general supervision of the Company's Board of Trustees (the "Board").

The fair value of a financial instrument is the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (i.e., the exit price). GAAP establishes a fair value hierarchy that prioritizes the inputs of valuation techniques used to measure fair value. This hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

Additionally, GAAP provides guidance on determining whether the volume and activity in a market has decreased significantly and whether such a decrease in activity results in transactions that are not orderly. GAAP requires enhanced disclosures around valuation inputs and techniques used during annual and interim periods.

Various inputs are used in determining the value of the fund's investments relating to fair value measurements. These inputs are summarized in the three broad levels listed below:

Level 1—unadjusted quoted prices in active markets for identical investments.

Level 2—other significant observable inputs (including quoted prices for similar investments, interest rates, prepayment speeds, credit risk, etc.).

Level 3—significant unobservable inputs (including the fund's own assumptions in determining the fair value of investments).

The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities. For example, money market securities are valued using amortized cost, in accordance with rules under the Act. Generally, amortized cost approximates the current fair value of a security, but since the value is not obtained from a quoted price in an active market, such securities are reflected within Level 2 of the fair value hierarchy.

The following is a summary of the inputs used as of October 31, 2018 in valuing the fund's investments:

| Valuation Inputs | Short-Term Investments (\$) [†] |
|---|--|
| Level 1 - Unadjusted Quoted Prices | - |
| Level 2 - Other Significant Observable Inputs | 148,816,951 |
| Level 3 - Significant Unobservable Inputs | - |
| Total | 148,816,951 |

[†] See *Statement of Investments* for additional detailed categorizations.

At October 31, 2018, there were no transfers between levels of the fair value hierarchy. It is the fund's policy to recognize transfers between levels at the end of the reporting period.

(b) Securities transactions and investment income: Securities transactions are recorded on a trade date basis. Interest income, adjusted for accretion of discount and amortization of premium on investments, is earned from settlement date and is recognized on the accrual basis. Realized gains and losses from securities transactions are recorded on the identified cost basis.

The fund may enter into repurchase agreements with financial institutions, deemed to be creditworthy by Dreyfus, subject to the seller's agreement to repurchase and the fund's agreement to resell such securities at a mutually agreed upon price. Pursuant to the terms of the repurchase agreement, such securities must have an aggregate market value greater than or equal to the terms of the repurchase price plus accrued interest at all times. If the value of the underlying securities falls below the value of the repurchase price plus accrued interest, the fund will require the seller to deposit additional collateral by the next business day. If the request for additional collateral is not met, or the seller defaults on its repurchase obligation, the fund maintains its right to sell the underlying securities at market value and may claim any resulting loss against the seller. The collateral is held on behalf of the fund by the tri-party administrator with respect to any tri-party agreement. The fund may also jointly enter into one or more repurchase agreements with other Dreyfus-managed funds in accordance with an exemptive order granted by the SEC pursuant to section 17(d) and Rule 17d-1 under the Act. Any joint repurchase agreements must be collateralized fully by U.S. Government securities.

(c) Dividends and distributions to shareholders: It is the policy of the fund to declare dividends daily from investment income-net. Such dividends are paid monthly. Dividends from net realized capital gains, if any, are normally declared and paid annually, but the fund may make distributions on a more frequent basis to comply with the distribution

requirements of the Internal Revenue Code of 1986, as amended (the “Code”). To the extent that net realized capital gains can be offset by capital loss carryovers, it is the policy of the fund not to distribute such gains.

(d) Federal income taxes: It is the policy of the fund to continue to qualify as a regulated investment company, if such qualification is in the best interests of its shareholders, by complying with the applicable provisions of the Code, and to make distributions of taxable income and net realized capital gain sufficient to relieve it from substantially all federal income and excise taxes.

As of and during the period ended October 31, 2018, the fund did not have any liabilities for any uncertain tax positions. The fund recognizes interest and penalties, if any, related to uncertain tax positions as income tax expense in the Statement of Operations. During the period ended October 31, 2018, the fund did not incur any interest or penalties.

Each tax year in the three-year period ended April 30, 2018 remains subject to examination by the Internal Revenue Service and state taxing authorities.

The tax character of distributions paid to shareholders during the fiscal year ended April 30, 2018 was all ordinary income. The tax character of current year distributions will be determined at the end of the current fiscal year.

At October 31, 2018, the cost of investments for federal income tax purposes was substantially the same as the cost for financial reporting purposes (see the Statement of Investments).

(e) New Accounting Pronouncements: In August 2018, the FASB issued Accounting Standards Update 2018-13, Fair Value Measurement (Topic 820): Disclosure Framework—Changes to the Disclosure Requirements for Fair Value Measurement (“ASU 2018-13”). The update provides guidance that eliminates, adds and modifies certain disclosure requirements for fair value measurements. ASU 2018-13 will be effective for annual periods beginning after December 15, 2019. Management is currently assessing the potential impact of these changes to future financial statements.

NOTE 2—Management Fee and Other Transactions with Affiliates:

(a) Pursuant to a management agreement with Dreyfus, the management fee is computed at the annual rate of .10% of the value of the fund’s average daily net assets and is payable monthly. Out of its fee, Dreyfus

pays all of the expenses of the fund except management fees, Rule 12b-1 Distribution Plan fees, Administrative Services Plan fees, Omnibus Account Services Agreement fees, fees and expenses of non-interested Trustees (including counsel fees) and extraordinary expenses. In addition, Dreyfus is required to reduce its fee in an amount equal to the fund's allocable portion of fees and expenses of the non-interested Trustees (including counsel fees). During the period ended October 31, 2018, fees reimbursed by Dreyfus amounted to \$6,845.

Under the Administrative Services Plan, the fund paid the Distributor for the provision of certain services at an annual rate of .10% of the value of the average daily net assets. The services provided may include personal services relating to shareholder accounts, such as providing reports and other fund communications to shareholders, withholding taxes, disbursing dividends and capital gain distributions, and providing statements for such distributions, administering proxies and such related services as the fund may reasonably request. During the period ended October 31, 2018, the fund was charged \$71,438, pursuant to the Administrative Services Plan.

(b) The components of "Due to The Dreyfus Corporation and affiliates" in the Statement of Assets and Liabilities consist of: management fees \$12,784 and administrative services fees \$12,784, which are offset against an expense reimbursement currently in effect in the amount of \$3,502.

(c) Each Board member also serves as a Board member of other funds within the Dreyfus complex. Annual retainer fees and attendance fees are allocated to each fund based on net assets.

INFORMATION ABOUT THE RENEWAL OF THE FUND'S MANAGEMENT AGREEMENT (Unaudited)

At a meeting of the fund's Board of Trustees held on May 2, 2018, the Board considered the renewal of the fund's Management Agreement pursuant to which Dreyfus provides the fund with investment advisory and administrative services (the "Agreement"). The Board members, a majority of whom are not "interested persons" (as defined in the Investment Company Act of 1940, as amended) of the fund, were assisted in their review by independent legal counsel and met with counsel in executive session separate from Dreyfus representatives. In considering the renewal of the Agreement, the Board considered all factors that it believed to be relevant, including those discussed below. The Board did not identify any one factor as dispositive, and each Board member may have attributed different weights to the factors considered.

Analysis of Nature, Extent, and Quality of Services Provided to the Fund. The Board considered information provided to them at the meeting and in previous presentations from Dreyfus representatives regarding the nature, extent, and quality of the services provided to funds in the Dreyfus fund complex. Dreyfus provided the number of open accounts in the fund, the fund's asset size and the allocation of fund assets among distribution channels. Dreyfus also had previously provided information regarding the diverse intermediary relationships and distribution channels of funds in the Dreyfus fund complex (such as retail direct or intermediary, in which intermediaries typically are paid by the fund and/or Dreyfus) and Dreyfus' corresponding need for broad, deep, and diverse resources to be able to provide ongoing shareholder services to each intermediary or distribution channel, as applicable to the fund.

The Board also considered research support available to, and portfolio management capabilities of, the fund's portfolio management personnel and that Dreyfus also provides oversight of day-to-day fund operations, including fund accounting and administration and assistance in meeting legal and regulatory requirements. The Board also considered Dreyfus' extensive administrative, accounting and compliance infrastructures.

Comparative Analysis of the Fund's Performance and Management Fee and Expense Ratio. The Board reviewed reports prepared by Broadridge Financial Solutions, Inc. ("Broadridge"), an independent provider of investment company data, which included information comparing (1) the fund's performance with the performance of a group of comparable funds (the "Performance Group") and with a broader group of funds (the "Performance Universe"), all for various periods ended March 31, 2018, and (2) the fund's actual and contractual management fees and total expenses with those of a group of comparable funds (the "Expense Group") and with a broader group of funds (the "Expense Universe"), the information for which was derived in part from fund financial statements available to Broadridge as of the date of its analysis. Dreyfus previously had furnished the Board with a description of the methodology Broadridge used to select the Performance Group and Performance Universe and the Expense Group and Expense Universe.

INFORMATION ABOUT THE RENEWAL OF THE FUND'S MANAGEMENT AGREEMENT (Unaudited) *(continued)*

Dreyfus representatives stated that the usefulness of performance comparisons may be affected by a number of factors, including different investment limitations that may be applicable to the fund and comparison funds. The Board discussed with representatives of Dreyfus and/or its affiliates the results of the comparisons and considered that the fund's total return performance was above the Performance Group and Performance Universe medians for the one- and two-year periods. Performance comparisons were only provided for the last two years because, although the fund had been in existence for over 10 years, following a share class reorganization the one class of shares currently offered by the fund had only two full years of performance.

The Board also reviewed the range of actual and contractual management fees and total expenses of the Expense Group and Expense Universe funds and discussed the results of the comparisons. Taking into account the fund's "unitary" fee structure, the Board considered that the fund's contractual management fee was below the Expense Group median (lowest in the Expense Group) and the fund's actual management fee and total expenses were below the Expense Group and Expense Universe medians (total expenses were lowest in the Expense Group).

Dreyfus representatives reviewed with the Board the management or investment advisory fees paid by funds advised or administered by Dreyfus that are in the same Lipper category as the fund (the "Similar Funds"), and explained the nature of the Similar Funds. They discussed differences in fees paid and the relationship of the fees paid in light of any differences in the services provided and other relevant factors, noting the fund's "unitary" fee structure. The Board considered the relevance of the fee information provided for the Similar Funds to evaluate the appropriateness of the fund's management fee.

Analysis of Profitability and Economies of Scale. Dreyfus representatives reviewed the expenses allocated and profit received by Dreyfus and its affiliates and the resulting profitability percentage for managing the fund and the aggregate profitability percentage to Dreyfus and its affiliates for managing the funds in the Dreyfus fund complex, and the method used to determine the expenses and profit. The Board concluded that the profitability results were not unreasonable, given the services rendered and service levels provided by Dreyfus. The Board also had been provided with information prepared by an independent consulting firm regarding Dreyfus' approach to allocating costs to, and determining the profitability of, individual funds and the entire Dreyfus fund complex. The consulting firm also had analyzed where any economies of scale might emerge in connection with the management of a fund.

The Board considered, on the advice of its counsel, the profitability analysis (1) as part of its evaluation of whether the fees under the Agreement, considered in relation to the mix of services provided by Dreyfus, including the nature, extent and quality of such services, supported the renewal of the Agreement and (2) in light of the relevant circumstances for the fund and the extent to which economies of scale would be realized if the fund grows and whether fee levels reflect these economies of scale for the benefit of fund shareholders. Dreyfus representatives stated that a discussion of economies of scale is predicated on a fund having achieved a substantial size with

increasing assets and that, if a fund's assets had been stable or decreasing, the possibility that Dreyfus may have realized any economies of scale would be less. Dreyfus representatives also stated that, as a result of shared and allocated costs among funds in the Dreyfus fund complex, the extent of economies of scale could depend substantially on the level of assets in the complex as a whole, so that increases and decreases in complex-wide assets can affect potential economies of scale in a manner that is disproportionate to, or even in the opposite direction from, changes in the fund's asset level. The Board also considered potential benefits to Dreyfus from acting as investment adviser and took into consideration that there were no soft dollar arrangements in effect for trading the fund's investments.

At the conclusion of these discussions, the Board agreed that it had been furnished with sufficient information to make an informed business decision with respect to the renewal of the Agreement. Based on the discussions and considerations as described above, the Board concluded and determined as follows.

- The Board concluded that the nature, extent and quality of the services provided by Dreyfus are adequate and appropriate.
- The Board was satisfied with the fund's performance.
- The Board concluded that the fee paid to Dreyfus continued to be appropriate under the circumstances and in light of the factors and the totality of the services provided as discussed above.
- The Board determined that the economies of scale which may accrue to Dreyfus and its affiliates in connection with the management of the fund had been adequately considered by Dreyfus in connection with the fee rate charged to the fund pursuant to the Agreement and that, to the extent in the future it were determined that material economies of scale had not been shared with the fund, the Board would seek to have those economies of scale shared with the fund.

In evaluating the Agreement, the Board considered these conclusions and determinations and also relied on its previous knowledge, gained through meetings and other interactions with Dreyfus and its affiliates, of Dreyfus and the services provided to the fund by Dreyfus. The Board also relied on information received on a routine and regular basis throughout the year relating to the operations of the fund and the investment management and other services provided under the Agreement, including information on the investment performance of the fund in comparison to similar mutual funds and benchmark performance measures; general market outlook as applicable to the fund; and compliance reports. In addition, the Board's consideration of the contractual fee arrangements for this fund had the benefit of a number of years of reviews of the Agreement for the fund, or substantially similar agreements for other Dreyfus funds that the Board oversees, during which lengthy discussions took place between the Board and Dreyfus representatives. Certain aspects of the arrangements may receive greater scrutiny in some years than in others, and the Board's conclusions

INFORMATION ABOUT THE RENEWAL OF THE FUND'S MANAGEMENT
AGREEMENT (Unaudited) *(continued)*

may be based, in part, on their consideration of the fund's arrangements, or substantially similar arrangements for other Dreyfus funds that the Board oversees, in prior years. The Board determined to renew the Agreement.

NOTES

For More Information

Dreyfus Prime Money Market Fund

200 Park Avenue
New York, NY 10166

Investment Adviser

The Dreyfus Corporation
200 Park Avenue
New York, NY 10166

Custodian

The Bank of New York Mellon
240 Greenwich Street
New York, NY 10286

Transfer Agent & Dividend Disbursing Agent

Dreyfus Transfer, Inc.
200 Park Avenue
New York, NY 10166

Distributor

MBSC Securities Corporation
200 Park Avenue
New York, NY 10166

Ticker Symbol: Class A: CZEXX

Telephone Call your financial representative or 1-800-DREYFUS

Mail The Dreyfus Family of Funds, 144 Glenn Curtiss Boulevard, Uniondale, NY 11556-0144

E-mail Send your request to info@dreyfus.com

Internet Information can be viewed online or downloaded at www.dreyfus.com

The fund will disclose daily, on www.dreyfus.com, the fund's complete schedule of holdings as of the end of the previous business day. The schedule of holdings will remain on the website until the fund files its Form N-Q or Form N-CSR for the period that includes the date of the posted holdings.

The fund files its complete schedule of portfolio holdings with the Securities and Exchange Commission ("SEC") for the first and third quarters of each fiscal year on Form N-Q. The fund's Forms N-Q are available on the SEC's website at www.sec.gov.

Information regarding how the fund voted proxies related to portfolio securities for the most recent 12-month period ended June 30 is available at www.dreyfus.com and on the SEC's website at www.sec.gov and without charge, upon request, by calling 1-800-DREYFUS.