

**MASSMUTUAL PREMIER FUNDS**  
(the "Trust")

**100 Bright Meadow Blvd.**  
**Enfield, CT 06082-1981**

*MassMutual Premier Core Bond Fund*  
*MassMutual Premier Disciplined Growth Fund*  
*MassMutual Premier Disciplined Value Fund*  
*MassMutual Premier Small Cap Opportunities Fund*  
(each, a "Fund" and together, the "Funds")

**INFORMATION STATEMENT**  
**July 18, 2018**

**Important Notice Regarding the Availability of this Information Statement**

**This Information Statement is available at <http://www.massmutual.com/funds>**

The Trustees of the MassMutual Premier Funds (the "Trustees") are distributing this Information Statement in connection with exemptive relief that the Trust and MML Investment Advisers, LLC ("MML Advisers" or the "Adviser") have received from the Securities and Exchange Commission ("SEC") that permits MML Advisers, subject to the approval of the Board of Trustees of the Trust, to change subadvisers or hire new subadvisers for each series of the Trust from time to time without obtaining shareholder approval (the "Exemptive Relief"). MML Advisers may not rely on this authority for any Fund unless the Fund's shareholders have approved this arrangement. Shareholders of the Funds listed above have not previously approved this arrangement; shareholders of all other series of the Trust have approved this arrangement. This Information Statement explains why the Trustees approved this arrangement for the Funds. This Information Statement is being delivered to shareholders of record as of June 27, 2018 on or about July 18, 2018.

As required by federal securities laws, the Funds are distributing this Information Statement solely for your information in connection with action to be taken by Massachusetts Mutual Life Insurance Company ("MassMutual") (in its capacity as the majority shareholder of each Fund, the "Majority Shareholder"). The Majority Shareholder anticipates approving the arrangement for each Fund by written consent on the date that is 20 days following the date of this Information Statement, or as soon thereafter as practicable. **WE ARE NOT ASKING YOU FOR A PROXY, AND YOU ARE REQUESTED NOT TO SEND US A PROXY.**

**Approval of Arrangement to Allow MML Advisers to enter into New or Amended Investment Subadvisory Agreements without Shareholder Approval**

At a meeting of the Trustees held on March 14, 2018, the Trustees authorized the Trust to obtain the written consent of the Majority Shareholder to approve the ability of MML Advisers to rely on the Exemptive Relief referred to above to change subadvisers or hire new subadvisers from time to time without obtaining shareholder approval. Such approval by shareholders of a Fund is required by the terms of the Exemptive Relief. MML Advisers may not rely on the Exemptive Relief with respect to any of the Funds listed above until the arrangement has been approved by the shareholders of that Fund. Shareholders of all other series of the Trust have previously approved this arrangement.

The Investment Company Act of 1940, as amended (the "1940 Act"), generally provides that an investment adviser or subadviser to a mutual fund may act as such only pursuant to a written agreement which has been approved by a vote of a majority of the outstanding voting securities of the fund as well as by a vote of a majority of the trustees of the fund who are not parties to such agreement or "interested persons" (as defined in the 1940 Act) of the Trust or of any party to such agreement ("Independent Trustees"). The Trust and MML Advisers,

however, have Exemptive Relief, pursuant to which MML Advisers is permitted, under specified conditions, without obtaining the approval of the Fund's shareholders, to enter into new and amended investment subadvisory agreements for the management of a Fund, including agreements with new subadvisers and agreements with existing subadvisers if there is a material change in the terms of the investment subadvisory agreement or if there is an "assignment," as defined in the 1940 Act, or other event causing termination of the existing investment subadvisory agreement. Such agreements must nevertheless be approved by the Trust's Independent Trustees, in accordance with the requirements of the 1940 Act. One of the conditions of the Exemptive Relief is that, within 90 days after entering into a new or amended agreement without shareholder approval, the Fund must provide to shareholders an information statement setting forth substantially the information that would be required to be contained in a proxy statement for a meeting of shareholders to vote on the approval of the agreement. Furthermore, shareholder approval is still required to amend the Investment Management Agreement between a Fund and MML Advisers (including any amendment to raise the management fee rate payable under the Investment Management Agreement) or to enter into a new Investment Management Agreement with MML Advisers or any other adviser.

The Trustees recommend that the Majority Shareholder approve this arrangement for several reasons. The Investment Management Agreements permit the Funds to utilize an adviser/subadviser management structure whereby MML Advisers, acting as each Fund's investment adviser, delegates day-to-day portfolio management responsibilities to a subadviser. Under this structure, each Fund's subadviser acts in a capacity similar to a portfolio manager who is employed by such mutual fund's investment adviser and who manages the portfolio under the oversight and supervision of the investment adviser. If MML Advisers were to change subadvisers for a Fund, MML Advisers would continue in its role as adviser and would continue to exercise oversight and supervision of the Fund's investment affairs as conducted by the new subadviser. The Trust believes that these situations are analogous to a situation where an investment adviser of a mutual fund replaces an employee who manages the fund's investment portfolio with a different manager, which does not require shareholder approval under the 1940 Act.

In addition, the shareholder approval requirement under the 1940 Act may cause the Fund's shareholders to incur unnecessary expenses, such as the expenses involved in holding, and soliciting proxies for, a shareholder meeting, and could hinder the prompt implementation of subadvisory changes that are in the best interest of the shareholders, such as prompt engagement or replacement of a subadviser if circumstances so warrant. The Trustees believe that without the ability to promptly retain a new subadviser and/or replace an existing subadviser, or to reapprove existing investment subadvisory agreements, as the case may be, investors' expectations may be frustrated. For instance, the Fund and its shareholders could be disadvantaged under the following circumstances: (i) where MML Advisers determines to terminate a Fund's subadviser due to unsatisfactory performance or another appropriate reason, (ii) where a Fund's subadviser resigns, ceases operations, or is otherwise incapable of providing investment subadvisory services on behalf of the Fund, or (iii) where there has been an assignment of an investment subadvisory agreement with a current subadviser (for instance, due to a change in control of the subadviser) or some other event causing the termination of the investment subadvisory agreement. In many cases, these events are beyond the control of the Trust and the Fund. In such circumstances, MML Advisers may deem it in the best interests of the Fund to retain a new subadviser or to reinstate a terminated investment subadvisory agreement with a current subadviser promptly. For these reasons, the Trustees believe that approval of the arrangement would benefit shareholders.

In deciding to recommend approval, MML Advisers discussed with the Trustees how the arrangement would be beneficial to the Funds by reducing or eliminating the costs of shareholder meetings and the possible negative impact caused by a delay in replacing or hiring a new subadviser, or reapproving existing investment subadvisory arrangements. It was also noted that while the Funds would forego any benefits associated with shareholder scrutiny of proposed investment subadvisory agreements, any proposal to add or replace a subadviser, or to materially amend an investment subadvisory agreement with an existing subadviser, would still receive careful review. Any such proposal would first be reviewed by MML Advisers, and then by the Board of Trustees, with approval needed by a majority of the Trustees, including a majority of the Independent Trustees.

### Other Information

*Adviser's Address.* The address of the Adviser is 100 Bright Meadow Blvd., Enfield, Connecticut 06082-1981. The Adviser, a Delaware limited liability company, is a wholly-owned subsidiary of MassMutual.

*Principal Underwriter, Administrator, and Subadministrators.* The address of the Funds' principal underwriter, MML Distributors, LLC, is 100 Bright Meadow Blvd., Enfield, Connecticut 06082-1981. MML Distributors, LLC is a wholly-owned subsidiary of MassMutual. The Adviser serves as the administrator of each Fund. State Street Bank and Trust Company, which is located at 1 Iron Street, Boston, Massachusetts 02210, and MassMutual, located at 100 Bright Meadow Blvd., Enfield, Connecticut 06082-1981, each serve as a subadministrator of the Funds.

***Annual and Semiannual Reports.*** The Trust has previously sent its Annual and Semiannual Reports to its shareholders. You can obtain a copy of these Reports without charge by writing to the Trust at 100 Bright Meadow Blvd., Enfield, Connecticut 06082-1981 or by calling 1-888-309-3539.

*Outstanding Shares.* Appendices A-D to this Information Statement lists the total number of shares outstanding as of June 27, 2018 for each class of the Funds' shares. Shares of the Funds are primarily offered to institutional investors through institutional distribution channels, such as employer-sponsored retirement plans or through broker-dealers, financial institutions, or insurance companies. Purchasers of shares of the Funds must have an agreement with the Adviser or an affiliate of the Adviser to purchase shares of the Funds.

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### Shares Outstanding

For each class of the MassMutual Premier Core Bond Fund's ("Core Bond Fund") shares, the number of shares outstanding as of June 27, 2018 was as follows:

<u>Core Bond Fund</u>	<u>Number of Shares Outstanding and Entitled to Vote Per Class</u>
Class I	51,647,610.88
Class R5	29,657,890.12
Service Class	9,126,757.87
Administrative Class	6,716,924.38
Class A	10,344,653.72
Class R4	1,014,099.21
Class R3	73,315.21
Total	<u>108,581,251.37</u>

### Ownership of Shares

As of June 27, 2018, the Trustees and officers of the Trust did not own any shares of the Core Bond Fund. As of June 27, 2018, MassMutual, 100 Bright Meadow Blvd., Enfield, CT 06082-1981, owned of record 53.17% of the Core Bond Fund, and therefore for certain purposes may be deemed to "control" the Fund, as that term is defined in the 1940 Act. As of June 27, 2018, Reliance Trust Company FBO MassMutual Registered Product PO Box 28004, Atlanta GA 30358 owned of record 14.86% of Class I, 6.63% of Class R5, 27.31% of Service Class, 20.05% of Administrative Class, 10.86% of Class A, 52.21% of Class R4, and 16.09% of Class R3, and therefore for certain purposes may be deemed a principal holder of the Core Bond Fund. As of June 27, 2018, MMLD/MM Aviator Massachusetts Mutual Life Insurance Co. 100 Bright Meadow Blvd., Mail Code M325, Enfield, CT 06082 owned of record 9.23% of Class R4, and therefore for certain purposes may be deemed a principal holder of the Core Bond Fund. As of June 27, 2018, National Financial Services LLC 499 Washington Blvd., Jersey City, NJ 07310 owned of record 13.46% of Class I, and therefore for certain purposes may be deemed a principal holder of the Core Bond Fund. As of June 27, 2018, MassMutual RetireSMART<sup>SM</sup> 2020 Fund, 1 Iron Street, Boston MA 02210 owned of record 6.89% of Class I, and therefore for certain purposes may be deemed a principal holder of the Core Bond Fund. As of June 27, 2018, MassMutual RetireSMART<sup>SM</sup> Conservative Fund, 1 Iron Street, Boston MA 02210 owned of record 5.69% of Class I, and therefore for certain purposes may be deemed a principal holder of the Core Bond Fund.

### Shares Outstanding

For each class of the MassMutual Premier Disciplined Growth Fund's ("Disciplined Growth Fund") shares, the number of shares outstanding as of June 27, 2018 was as follows:

<u>Disciplined Growth Fund</u>	<u>Number of Shares Outstanding and Entitled to Vote Per Class</u>
Class I	8,923,080.18
Class R5	7,804,835.16
Service Class	5,266,988.46
Administrative Class	2,974,331.77
Class A	2,846,679.97
Class R4	2,226,273.45
Class R3	502,427.76
Total	30,544,616.74

### Ownership of Shares

As of June 27, 2018, the Trustees and officers of the Trust did not own any shares of the Disciplined Growth Fund. As of June 27, 2018, MassMutual, 100 Bright Meadow Blvd., Enfield, CT 06082-1981, owned of record 56.06% of the Disciplined Growth Fund, and therefore for certain purposes may be deemed to "control" the Fund, as that term is defined in the 1940 Act. As of June 27, 2018, Reliance Trust Company FBO MassMutual Registered Product PO Box 28004, Atlanta GA 30358 owned of record 6.74% of Class I, 15.53% of Class R5, 60.63% of Service Class, 24.21% of Administrative Class, 27.01% of Class A, 32.67% of Class R4, and 6.67% of Class R3, and therefore for certain purposes may be deemed a principal holder of the Disciplined Growth Fund. As of June 27, 2018, MassMutual RetireSMART<sup>SM</sup> 2020 Fund, 1 Iron Street, Boston MA 02210 owned of record 9.10% of Class I, and therefore for certain purposes may be deemed a principal holder of the Disciplined Growth Fund. As of June 27, 2018, MassMutual RetireSMART<sup>SM</sup> 2025 Fund, 1 Iron Street, Boston MA 02210 owned of record 5.86% of Class I, and therefore for certain purposes may be deemed a principal holder of the Disciplined Growth Fund. As of June 27, 2018, MassMutual RetireSMART<sup>SM</sup> 2030 Fund, 1 Iron Street, Boston MA 02210 owned of record 10.09% of Class I, and therefore for certain purposes may be deemed a principal holder of the Disciplined Growth Fund. As of June 27, 2018, MassMutual RetireSMART<sup>SM</sup> Moderate Fund, 1 Iron Street, Boston MA 02210 owned of record 5.92% of Class I, and therefore for certain purposes may be deemed a principal holder of the Disciplined Growth Fund. As of June 27, 2018, Reliance Trust Company FBO MassMutual Omnibus PPL/SMF 1100 Abernathy Road, Atlanta GA 30358 owned of record 8.30% of Class R4, and therefore for certain purposes may be deemed a principal holder of the Disciplined Growth Fund. As of June 27, 2018, MMLD/MM Aviator Massachusetts Mutual Life Insurance Co. 100 Bright Meadow Blvd., Mail Code M325, Enfield, CT 06082 owned of 27.18% of Class R4 and 92.81% of Class R3, and therefore for certain purposes may be deemed a principal holder of the Disciplined Growth Fund.

### Shares Outstanding

For each class of the MassMutual Premier Disciplined Value Fund's ("Disciplined Value Fund") shares, the number of shares outstanding as of June 27, 2018 was as follows:

<u>Disciplined Value Fund</u>	<u>Number of Shares Outstanding and Entitled to Vote Per Class</u>
Class I	4,694,836.25
Class R5	3,606,987.82
Service Class	3,098,747.04
Administrative Class	543,635.94
Class A	556,456.25
Class R4	410,561.09
Class R3	246,720.97
Total	13,157,945.36

### Ownership of Shares

As of June 27, 2018, the Trustees and officers of the Trust did not own any shares of the Disciplined Value Fund. As of June 27, 2018, MassMutual, 100 Bright Meadow Blvd., Enfield, CT 06082-1981, owned of record 53.27% of the Disciplined Value Fund, and therefore for certain purposes may be deemed to "control" the Fund, as that term is defined in the 1940 Act. As of June 27, 2018, Reliance Trust Company FBO MassMutual Registered Product PO Box 28004, Atlanta GA 30358 owned of record 7.63% of Class I, 37.98% of Service Class, 8.21% of Administrative Class, 16.50% of Class A, and 26.90% of Class R3, and therefore for certain purposes may be deemed a principal holder of the Disciplined Value Fund. As of June 27, 2018, MassMutual RetireSMART<sup>SM</sup> 2020 Fund, 1 Iron Street, Boston MA 02210 owned of record 13.46% of Class I, and therefore for certain purposes may be deemed a principal holder of the Disciplined Value Fund. As of June 27, 2018, MassMutual RetireSMART<sup>SM</sup> 2025 Fund, 1 Iron Street, Boston MA 02210 owned of record 8.68% of Class I, and therefore for certain purposes may be deemed a principal holder of the Disciplined Value Fund. As of June 27, 2018, MassMutual RetireSMART<sup>SM</sup> 2030 Fund, 1 Iron Street, Boston MA 02210 owned of record 14.94% of Class I, and therefore for certain purposes may be deemed a principal holder of the Disciplined Value Fund. As of June 27, 2018, MassMutual RetireSMART<sup>SM</sup> 2035 Fund, 1 Iron Street, Boston MA 02210 owned of record 5.11% of Class I, and therefore for certain purposes may be deemed a principal holder of the Disciplined Value Fund. As of June 27, 2018, MassMutual RetireSMART<sup>SM</sup> 2040 Fund, 1 Iron Street, Boston MA 02210 owned of record 6.32% of Class I, and therefore for certain purposes may be deemed a principal holder of the Disciplined Value Fund. As of June 27, 2018, MassMutual RetireSMART<sup>SM</sup> Moderate Fund, 1 Iron Street, Boston MA 02210 owned of record 8.75% of Class I, and therefore for certain purposes may be deemed a principal holder of the Disciplined Value Fund. As of June 27, 2018, MMLD/MM Aviator Massachusetts Mutual Life Insurance Co. 100 Bright Meadow Blvd., Mail Code M325, Enfield, CT 06082 owned of 56.61% of Class R4 and 52.79% of Class R3, and therefore for certain purposes may be deemed a principal holder of the Disciplined Value Fund. As of June 27, 2018, Hartford Life Insurance Co., 1 Griffin Road North, Windsor, CT 06095 owned of 20.19% of Class R4 and 19.36% of Class R3, and therefore for certain purposes may be deemed a principal holder of the Disciplined Value Fund.

### Shares Outstanding

For each class of the MassMutual Premier Small Cap Opportunities Fund's ("Small Cap Opportunities Fund") shares, the number of shares outstanding as of June 27, 2018 was as follows:

<u>Small Cap Opportunities Fund</u>	<u>Number of Shares Outstanding and Entitled to Vote Per Class</u>
Class I	1,928,080.54
Class R5	4,644,358.62
Service Class	1,194,097.28
Administrative Class	1,591,718.29
Class A	4,533,310.91
Class R4	772,723.07
Class R3	659,706.07
Total	15,323,994.76

### Ownership of Shares

As of June 27, 2018, the Trustees and officers of the Trust did not own any shares of the Small Cap Opportunities Fund. As of June 27, 2018, MassMutual, 100 Bright Meadow Blvd., Enfield, CT 06082-1981, owned of record 60.52% of the Small Cap Opportunities Fund, and therefore for certain purposes may be deemed to "control" the Fund, as that term is defined in the 1940 Act. As of June 27, 2018, Reliance Trust Company FBO MassMutual Registered Product PO Box 28004, Atlanta GA 30358 owned of record 13.76% of Class I, 5.76% of Class R5, 14.60% of Service Class, 38.36% of Administrative Class, 9.15% of Class A, 5.23% of Class R4, and 8.89% of Class R3, and therefore for certain purposes may be deemed a principal holder of the Small Cap Opportunities Fund. As of June 27, 2018, National Financial Services LLC 499 Washington Blvd., Jersey City, NJ 07310 owned of record 33.03% of Class I, 16.46% of Class R5, 9.84% of Service Class, and 13.77% of Administrative Class, and therefore for certain purposes may be deemed a principal holder of the Small Cap Opportunities Fund. As of June 27, 2018, SEI Private Trust Company c/o SunTrust Bank, One Freedom Valley Drive, Oaks, PA 19456 owned of record 16.56% of Class I, and therefore for certain purposes may be deemed a principal holder of the Small Cap Opportunities Fund. As of June 27, 2018, John Hancock Trust Company LLC, 690 Canton Street, Suite 100, Westwood, MA 02090 owned of record 11.81% of Class I, and therefore for certain purposes may be deemed a principal holder of the Small Cap Opportunities Fund. As of June 27, 2018, Cornerstone Real Estate Advisors LLC, One Financial Plaza, Suite 1700, Hartford, CT 06103, owned of record 7.36% of Class A, and therefore for certain purposes may be deemed a principal holder of the Small Cap Opportunities Fund. As of June 27, 2018, MMLD/MM Aviator Massachusetts Mutual Life Insurance Co. 100 Bright Meadow Blvd., Mail Code M325, Enfield, CT 06082 owned of 25.34% of Class R4 and 52.42% of Class R3, and therefore for certain purposes may be deemed a principal holder of the Small Cap Opportunities Fund. As of June 27, 2018, Hartford Life Insurance Co., 1 Griffin Road North, Windsor, CT 06095 owned of 13.80% of Class R4 and 33.48% of Class R3, and therefore for certain purposes may be deemed a principal holder of the Small Cap Opportunities Fund. As of June 27, 2018, FIIOC FBO Scheurer Hospital Employees Retirement Plan, 100 Magellan Way, Covington, KY 41015 owned 13.13% of Class R4, and therefore for certain purposes may be deemed a principal holder of the Small Cap Opportunities Fund.