

DIREXION FUNDS

**PSI Core Strength Fund
PSI Macro Trends Fund
PSI Total Return Fund**

**Supplement dated July 1, 2009 to
the Statement of Additional Information (“SAI”) dated December 29, 2008**

On May 20, 2009, the Board of Trustees of the Direxion Funds approved a new contractual fee arrangement on behalf of the PSI Core Strength Fund, the PSI Macro Trends Fund and the PSI Total Return Fund (each a “Fund” and collectively the “Funds”). The paragraph under the “Investment Adviser and Subadviser” section that begins on page 26 and ends on page 27 of the SAI is changed as follows:

Effective July 1, 2009, for each Fund, Rafferty is contractually obligated to pay all Fund expenses (excluding, management fees, distribution and/or service fees, shareholder service fees, Acquired Fund Fees and Expenses, taxes, leverage interest, dividends or interest on short positions, other interest expenses, brokerage commissions, expenses incurred in connection with any merger or reorganization and extraordinary expenses such as litigation or other expenses outside the typical day-to-day operations of the Funds). This agreement may be terminated at any time by the Board of Trustees.

Please retain this Supplement with the SAI for future reference.