Exhibit 99.(e)(vii)  
 FIFTH AMENDMENT  
TO UNDERWRITING AGREEMENT  
 This fifth amendment (the "Amendment") to the Underwriting Agreement dated as of May 31, 2017 (the "Agreement”), by and between Foreside Funds Distributors LLC (“Foreside”), and FundVantage Trust (the “Trust”), is entered into as of December 7, 2018 (the "Effective Date").  
 WHEREAS, Foreside and the Trust (the “Parties”) desire to amend Exhibit A of the Agreement to reflect the following Fund changes:  
 · Addition of Gryphon International EAFE Growth Fund;  
· Addition of Gotham ESG Large Value Fund; and  
 WHEREAS, Section 14 of the Agreement requires that amendments to the Agreement be made in writing and executed by all parties.  
 NOW THEREFORE, the Parties hereby agree as follows:  
 1. Capitalized terms not otherwise defined herein shall have the meanings set forth in the Agreement.  
 2. Exhibit A to the Agreement is hereby deleted in its entirety and replaced by Exhibit A attached hereto.  
 3. Except as expressly amended hereby, all of the provisions of the Agreement are restated and in full force and effect to the same extent as if fully set forth herein.