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.  
 4. This Amendment shall be governed by and the provisions of this Amendment shall be construed and interpreted under and in accordance with the laws of the State of Delaware.  
 IN WITNESS WHEREOF, the Parties hereto have caused this Amendment to be executed in their names and on their behalf by and through their duly authorized officers, as of the Effective Date.  
 FUNDVANTAGE TRUST FORESIDE FUNDS DISTRIBUTORS LLC  
 By: /s/ Xxxx X. Xxxxx By: /s/ Xxxx Xxxxxxxxx  
 Xxxx X. Xxxxx Xxxx Xxxxxxxxx  
 President Vice President  
 Exhibit A  
 Arabesque Systematic Fund  
Arabesque Systematic USA Fund  
DuPont Capital Emerging Markets Debt Fund  
DuPont Capital Emerging Markets Fund  
EIC Value Fund  
Gotham Absolute 500 Fund  
Gotham Absolute 500 Core Fund  
Gotham Absolute Return Fund  
Gotham Defensive Long 500 Fund  
Gotham Defensive Long Fund  
Gotham Enhanced 500 Fund  
Gotham Enhanced 500 Core Fund  
Gotham Enhanced Index Plus Fund  
Gotham Enhanced Return Fund  
Gotham Enhanced S&P 500 Index Fund  
Gotham ESG Large Value Fund  
Gotham Hedged Core Fund  
Gotham Hedged Plus Fund  
Gotham Index Plus All-Cap Fund  
Gotham Index Plus Fund  
Gotham Large Value Fund  
Gotham Master Long Fund  
Gotham Master Neutral Fund  
Gotham Neutral 500 Fund  
Gotham Neutral Fund  
Gotham Short Strategies Fund  
Gotham Total Return Fund  
Gryphon International EAFE Growth Fund  
Lateef Focused Growth Fund  
Mount Xxxxx U.S. Focused Equity Fund  
Pacific Capital Tax-Free Securities Fund  
Pacific Capital Tax-Free Short Intermediate Securities Fund  
Pacific Capital U.S. Government Money Market Fund  
Xxxxx Global Growth Fund  
Xxxxx Growth Fund  
Xxxxx International Growth Fund  
Xxxxx International Small Company Growth Fund  
Xxxxx U.S. Small Company Growth Fund  
Private Capital Management Value Fund  
Quality Dividend Fund  
Sirios Long/Short Fund  
SkyBridge Dividend Value Fund  
TOBAM Emerging Markets Fund