



MUTUAL FUNDS

May 31, 2019

# Annual Report

## USAA Cornerstone Moderate Fund

**Fund**  
**Shares**  
USBSX

Beginning on January 1, 2021, as permitted by regulations adopted by the Securities and Exchange Commission, paper copies of the Fund's shareholder reports like this one will no longer be sent by mail, unless you specifically request paper copies of the reports from the Fund or from your financial intermediary, such as a broker-dealer or bank. Instead, the reports will be made available on [usaa.com](http://usaa.com), and you will be notified by mail each time a report is posted and provided with a website link to access the report.

If you already elected to receive shareholder reports electronically, you will not be affected by this change and you need not take any action. You may elect to receive shareholder reports and other communications from the Fund or your financial intermediary electronically by notifying your financial intermediary directly, or if you are a direct investor, by calling (800) 235-8396 or logging on to [usaa.com](http://usaa.com).

You may elect to receive all future reports in paper free of charge. You can inform the Fund or your financial intermediary that you wish to continue receiving paper copies of your shareholder reports by notifying your financial intermediary directly, or if you are a direct investor, by calling (800) 235-8396 or logging on to [usaa.com](http://usaa.com). Your election to receive reports in paper will apply to all funds held with the USAA family of funds or your financial intermediary.

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## PRESIDENT'S MESSAGE

*“... long-term investors should never make decisions in haste. They should make thoughtful decisions based on their long-term objectives, time horizon, and risk tolerance.”*



### July 2019

As previously announced, USAA, the parent company of USAA Asset Management Company (“AMCO”), the prior investment adviser to the USAA Mutual Funds, announced that AMCO would be acquired by Victory Capital Holdings, Inc. (Victory Holdings), a global investment management firm headquartered in Cleveland, Ohio (the Transaction). In connection with the Transaction, also as previously announced, shareholders of each USAA Mutual Fund approved a new investment advisory agreement with Victory Capital Management Inc. (“Victory Capital”), an indirect wholly-owned subsidiary of Victory Holdings. The closing of the Transaction occurred on July 1, 2019; and Victory Capital became the investment adviser to each USAA Mutual Fund. **Please refer to the Subsequent Event Note to the Financial Statements in this annual report for additional important information about changes that took effect on July 1, 2019.**

Softening global economic conditions and escalating trade tensions rattled investors during the 12-month reporting period ended May 31, 2019. When the reporting period began in June 2018, the global economy was expanding across most regions and countries, led by the U.S. In this environment, stocks generally advanced. In the fixed income market, U.S. Treasury yields rose, as the U.S. Federal Reserve (“Fed”) continued to tighten monetary policy.

Signs of trouble emerged during the summer of 2018. The U.S. economic expansion continued, but growth in a number of other economies, including some European countries and China, showed a weakening trend. By the autumn of 2018, investors’ fears of a global economic slowdown, combined with harsh U.S.-China trade rhetoric and Brexit-related uncertainty in Europe, sparked a surge in market volatility. Global stocks dropped, with most of the decline occurring in December 2018. At the same time, intermediate- and longer-term yields fell, as investors anticipated a change in Fed monetary policy. Indeed, after having raised short-term interest rates four times during 2018, Fed officials announced in January 2019 that they would “pause,” retreating from their earlier plan to raise interest rates in 2019. Stocks rallied in response and by April 2019 had recovered most of the ground they had lost. In May 2019, ongoing trade tensions between the United States and China, as well as President Trump administration’s threat to impose tariffs on Mexico, drove a renewed decline in stock prices. In the fixed income market, concerns that trade disputes would seriously undermine global

economic growth pushed down intermediate- and longer-term yields, which ended the reporting period lower than they started. The yield on the 10-year U.S. Treasury note, which began June 2018 at 2.89%, rose to 3.24% on November 8, 2018—its high point of the period—and fell to 2.13% by May 31, 2019.

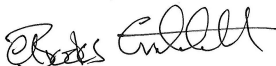
In the final months of the reporting period, the Treasury yield curve inverted, which means that shorter-term yields were higher than longer-term yields. A yield-curve inversion warrants attention because it has been a reliable recession indicator. Although recessions do not automatically follow inversions, a downward-sloped yield curve has preceded every U.S. recession since the 1960s. That said, the lag between an inversion and a recession has been inconsistent. At USAA Investments, A Victory Capital Investment Franchise, we have found that during the past six decades, the time between inversion and recession has ranged between six months and two years, with no clear pattern to provide useful guidance. And as I write to you, we see no recession on the horizon. First, the U.S. economy continues to grow, albeit at a slower pace than in 2018. Second, the Fed has made clear its commitment to pause its interest rate hikes, and there is a growing belief in the markets that policymakers may even cut interest rates in 2019. (In early June 2019, after the end of the reporting period, Fed Chair Jerome Powell stated that the U.S. central bank was monitoring the escalation in trade tensions and could potentially respond by cutting interest rates if U.S. economic conditions deteriorate.)

At USAA Investments, our team of portfolio managers will continue to monitor the financial markets, economic conditions, the global trade regime, Fed policy, the direction of longer-term interest rates, and other issues that have the potential to affect your investments. In the meantime, I would advise you to ignore media “noise” about such matters. Media “noise” is meant to provoke an emotional reaction, which can lead to hasty decision-making. In my opinion, long-term investors should never make decisions in haste. They should make thoughtful decisions based on their long-term objectives, time horizon, and risk tolerance. Dollar-cost averaging, in which you invest a set amount on a regular basis, is a strategy that can help you stay on track. Another effective strategy is diversification, which can potentially insulate a portfolio from market turbulence or changes in performance leadership.

If you would like to review your portfolio to confirm that it is properly aligned with your investment plan, please contact one of our financial advisors. You might want to make that call before the summer gets fully underway. When we are traveling and spending time with family and friends, it can be tempting to put off decisions on financial matters.

From all of us at USAA Investments, A Victory Capital Investment Franchise, thank you for the opportunity to help you with your investment needs.

Sincerely,



Brooks Englehardt  
President

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*This report is for the information of the shareholders and others who have received a copy of the currently effective prospectus of the Fund, managed by USAA Asset Management Company. It may be used as sales literature only when preceded or accompanied by a current prospectus, which provides further details about the Fund.*

## **IRA DISTRIBUTION WITHHOLDING DISCLOSURE**

We generally must withhold federal income tax at a rate of 10% of the taxable portion of your distribution and, if you live in a state that requires state income tax withholding, at your state's tax rate. However, you may elect not to have withholding apply or to have income tax withheld at a higher rate. Any withholding election that you make will apply to any subsequent distribution unless and until you change or revoke the election. If you wish to make a withholding election or change or revoke a prior withholding election, call (800) 235-8396.

If you do not have a withholding election in place by the date of a distribution, federal income tax will be withheld from the taxable portion of your distribution at a rate of 10%. If you must pay estimated taxes, you may be subject to estimated tax penalties if your estimated tax payments are not sufficient and sufficient tax is not withheld from your distribution.

For more specific information, please consult your tax adviser.

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# MANAGERS' COMMENTARY ON THE FUND

Wasif A. Latif  
Lance Humphrey, CFA

Arnold J. Espe, CFA

## ■ How did the global financial markets perform during the 12-month reporting period ended May 31, 2019?

The world financial markets produced mixed results, reflecting investors' struggle to assess the shifting outlook for economic growth.

During the reporting period, large-cap U.S. equities were the best performers among the major asset classes. Domestic stocks performed well in the first half of the reporting period, during which both economic data and corporate earnings came in above expectations. However, the market sold off sharply in late 2018 due to the combination of worries about U.S. Federal Reserve ("Fed") policy, the trade dispute between the United States and China, and signs of slowing economic growth overseas. Stocks quickly recovered from the downturn in 2019, and the main U.S. equity indexes went on to post their best quarter in nearly 10 years during the first three months of 2019. A rapid shift in Fed policy was likely the key catalyst for the rebound. Whereas the markets generally were expecting as late as October 2018 that the Fed would raise interest rates three to four times in 2019, a series of statements from key officials indicated the Fed was in fact likely finished raising interest rates for the foreseeable future. The reporting period ended on a down note with a weak showing in May 2019, as stocks lost some of their previous gains due to renewed worries about slowing growth and the failure of the United States and China to resolve their trade impasse.

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The net effect of these sentiment swings was a narrow advance for large-cap U.S. stocks, as gauged by the 3.47% gain of the Russell 1000 Index. The Russell 2000 Index, a measure of performance for smaller companies, lagged considerably with a return of -9.04%.

Developed-market international equities posted a loss over the 12-month reporting period, largely as a result of the unexpectedly slow growth outside of the United States. In combination with the weakness in foreign currencies versus the U.S. dollar, the slowdown led to a loss of -5.75% for the MSCI EAFE Index. Emerging-market stocks also closed in negative territory, as gauged by the -8.70% return of the MSCI Emerging Markets Index. Concerns about the global trade outlook and the prospect of slowing growth in the developed world contributed to the underperformance for the asset class.

Investment-grade bonds, after producing sluggish performance in the first half of the reporting period, staged a strong rally from early November 2018 onward due in part to the Fed's shift toward a more accommodative policy. The gains propelled the Bloomberg Barclays U.S. Aggregate Index to a return of 6.40% for the full reporting period. High-yield bonds also performed reasonably well, as gauged by the 5.93% gain for the ICE BofAML U.S. High Yield Index. Although high-yield issues fell sharply in late 2018 amid the evaporation of investor risk appetites, the category returned to positive territory in early 2019.

### ■ **How did the USAA Cornerstone Moderate Fund (the “Fund”) perform during the reporting period?**

For the reporting period ended May 31, 2019, the Fund had a total return of 0.13%. This compares to returns of -1.29% for the MSCI All-Country World Index and 2.80% for the Cornerstone Moderate Composite Index.

Refer to page 5 for benchmark definitions.

**Past performance is no guarantee of future results.**

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Effective July 1, 2019, Victory Capital serves as the Fund's investment adviser. Prior to July 1, 2019, AMCO served as the Fund's investment adviser. The investment adviser provides day-to-day discretionary management for the Fund's assets.

■ **Please discuss the factors that helped and hurt performance.**

Consistent with the broader environment, the Fund's allocation to large-cap U.S. equities was the key contributor to performance during the reporting period. The Fund was weighted toward large-cap stocks over small-cap stocks, which aided results. However, our preference for the value style versus growth style was out of step with the market. Performance also was hurt somewhat by favoring international equities over U.S. equities. We believe both developed- and emerging-market equities offer more compelling valuations and greater upside potential than U.S. equities, but this aspect of our approach detracted in the reporting period, given the outperformance of U.S. equities compared to international equities.

The Fund's bond portfolio performed well and made a meaningful contribution to results. We generated robust performance from our decision to maintain a sizable weighting in long-term U.S. Treasury securities based on our belief that investors were overestimating the potential for accelerating economic growth. Once the economy indeed began to slow in the fourth quarter of 2018, our holdings in government bonds rallied in kind. An allocation to corporate issues further benefited results at a time of relative strength for credit-sensitive investments. We also would note that the Fund's bond investments fulfilled their role of reducing portfolio volatility at a time of significant swings in equities and other segments of the financial markets. A weighting in high-yield bonds was an additional contributor.

The majority of the key trends in the market have been in place for a multi-year period, with domestic stocks outperforming bonds, the growth style outpacing value, and U.S. equities exceeding the returns of the foreign markets, to name just a few. Given the persistence of these

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tendencies, it can be easy for investors to forget that asset class returns tend to run in cycles. We, therefore, prefer to take a long-term view based on the knowledge that even well-established market trends can—and do—shift abruptly. Rather than trying to chase short-term performance, we continue to emphasize diversification, fundamentals, and valuations. We believe this steady approach, rather than one that attempts to respond to the latest headlines, is the most effective way to navigate volatile markets.

Thank you for allowing us to help you manage your investments.

Asset Allocation funds may be invested in, among other things: (1) exchange-traded funds (ETFs); (2) futures, options, and other derivatives; (3) non-investment-grade securities; (4) precious metals and minerals companies; (5) real estate investment trusts; (6) money market instruments; (7) foreign and emerging markets. These types of investments and asset classes may be more volatile and prone to experience significant loss than others. In addition, it is possible that a particular asset allocation may not produce the intended result. • As interest rates rise, bond prices generally fall; given the historically low interest rate environment, risks associated with rising interest rates may be heightened. • Foreign investing is subject to additional risks, such as currency fluctuations, market illiquidity, and political instability. Emerging market countries are less diverse and mature than other countries and tend to be politically less stable. • Precious metals and minerals is a volatile asset class and is subject to additional risks, such as currency fluctuation, market illiquidity, political instability, and increased price volatility. It may be more volatile than other asset classes that diversify across many industries and companies. • Non-investment-grade securities are considered speculative and are subject to significant credit risk. They are sometimes referred to as “junk” bonds since they represent a greater risk of default than more credit worthy investment-grade securities. • Diversification is a technique intended to help reduce risk and does not guarantee a profit or prevent a loss. • ETFs are subject to risks similar to those of stocks. Investment returns may fluctuate and are subject to market volatility, so that an investor’s shares, when redeemed or sold, may be worth more or less than their original cost.



# INVESTMENT OVERVIEW

## ■ AVERAGE ANNUAL TOTAL RETURNS AS OF 5/31/19 ■

	1 Year	5 Year	10 Year
USAA Cornerstone Moderate Fund	0.13%	2.61%	7.41%
MSCI All-Country World Index* (reflects no deduction for fees, expenses, or taxes)	-1.29%	5.21%	9.39%
Cornerstone Moderate Composite Index** (reflects no deduction for fees, expenses, or taxes)	2.80%	4.56%	7.61%

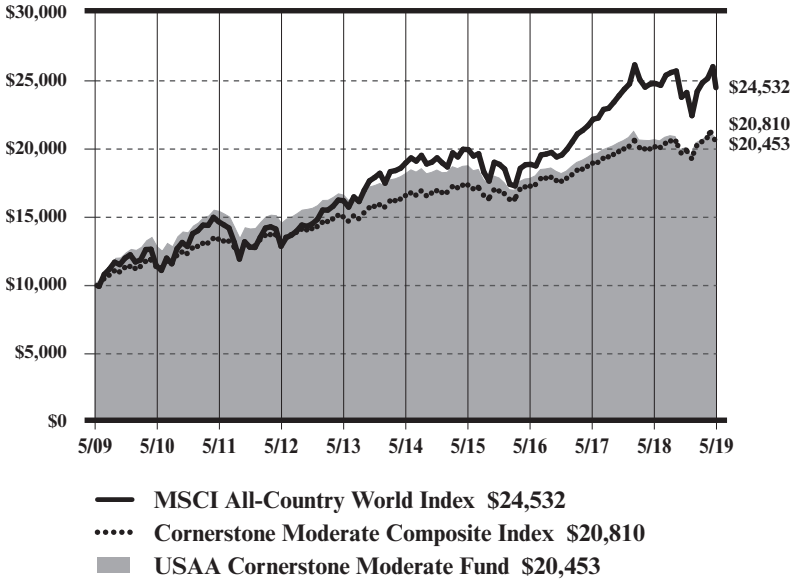
\*The unmanaged MSCI All-Country World Index is a free float-adjusted market capitalization weighted index that is designed to measure the equity market performance of developed and emerging markets.

\*\*The Cornerstone Moderate Composite Index is a combination of unmanaged indexes representing the Fund's model allocation, and consists of the MSCI USA Investable Market Index (IMI) Gross (29%), the MSCI ACWI ex USA IMI Net (19%), the Bloomberg Barclays U.S. Universal Index (48%), the Bloomberg Commodity Index Total Return (1%), the MSCI U.S. Real Estate Investment Trust (REIT) Index Gross (1%), and the Bloomberg Barclays U.S. Treasury - Bills (1-3M) (2%).

**The performance data quoted represents past performance and is no guarantee of future results. Current performance may be higher or lower than the performance data quoted. The return and principal value of an investment will fluctuate, so that an investor's shares, when redeemed, may be worth more or less than their original cost. For performance data current to the most recent month-end, visit [usaa.com](http://usaa.com).**

Total return measures the price change in a share assuming the reinvestment of all net investment income and realized capital gain distributions, if any. The total returns quoted do not reflect adjustments made to the enclosed financial statements in accordance with U.S. generally accepted accounting principles or the deduction of taxes that a shareholder would pay on net investment income and realized capital gain distributions, including reinvested distributions, or redemptions of shares.

## ■ GROWTH OF \$10,000 INVESTMENT ■



Data from 5/31/09 through 5/31/19.

The graph illustrates the comparison of a \$10,000 hypothetical investment in the USAA Cornerstone Moderate Fund to the benchmarks listed above (see page 5 for benchmark definitions).

Past performance is no guarantee of future results, and the cumulative performance quoted does not reflect the deduction of taxes that a shareholder would pay on distributions or the redemption of shares. Indexes are unmanaged and you cannot invest directly in an index. The return information for the indexes does not reflect the deduction of any fees, expenses, or taxes.

■ **TOP 10 HOLDINGS\* – 5/31/19** ■

(% of Net Assets)

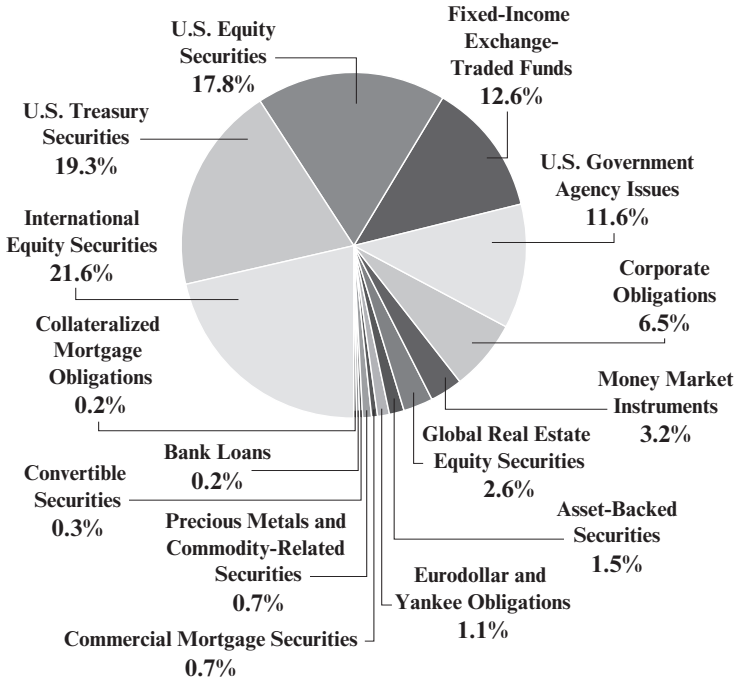
iShares iBoxx \$ High Yield Corporate	
Bond ETF .....	4.5%
U.S. Treasury Bond, 3.13%, 8/15/2044 .....	4.2%
iShares Core S&P 500 ETF .....	3.8%
U.S. Treasury Bond, 3.00%, 5/15/2045 .....	3.6%
Schwab Fundamental International	
Large Company Index ETF .....	3.2%
iShares Core MSCI EAFE ETF .....	2.5%
U.S. Treasury Note, 1.13% , 2/28/2021 .....	2.4%
Vanguard Total Bond Market ETF .....	2.4%
U.S. Treasury Note, 1.63%, 2/15/2026 .....	2.1%
iShares iBoxx \$ Investment Grade	
Corporate Bond ETF .....	2.1%

\*Does not include money market instruments.

Refer to the Portfolio of Investments for a complete list of securities.

■ **ASSET ALLOCATION\* – 5/31/19** ■

(% of Net Assets)



\*Does not include futures and short-term investments purchased with cash collateral from securities loaned. Percentages are of net assets of the Fund and may not equal 100%.

# SHAREHOLDER VOTING RESULTS

On April 18, 2019, a special meeting of shareholders was held to vote on two proposals relating to the series of the USAA Mutual Funds Trust (Trust). Shareholders of record on February 8, 2019, were entitled to vote on each proposal shown below. The proposals were approved by the shareholders.

The following proposals and voting results pertain to one or more series within the Trust. Votes shown for Proposal 1 are for the Fund, a series of the Trust. Votes shown for Proposal 2 are for all series of the Trust. The effective date of the Proposals was July 1, 2019.

## PROPOSAL 1

To approve a new Investment Advisory Agreement between the Trust, on behalf of the Fund, and Victory Capital, an independent investment adviser. The new Investment Advisory Agreement became effective upon the closing of the Transaction (as defined and discussed in Note 1 to the Financial Statements) whereby AMCO was acquired by Victory Holdings, the parent company of Victory Capital.

Number of shares voting		
For	Against	Abstain
46,030,220	5,470,704	4,161,183

## PROPOSAL 2

Election of two new trustees to the Trust's Board of Trustees to serve upon the closing of the Transaction: (1) David C. Brown, to serve as an "interested trustee" as defined in the Investment Company Act of 1940, as amended (1940 Act); and (2) John C. Walters, to serve as a trustee who is not an "interested person" as is defined under the 1940 Act ("Independent Trustee").

Trustees	Number of shares voting	
	For	Votes Withheld
David C. Brown	8,299,565,565	820,887,736
John C. Walters	8,317,935,885	802,517,416

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# DISTRIBUTIONS TO SHAREHOLDERS

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The following federal tax information related to the Fund's fiscal year ended May 31, 2019, is provided for information purposes only and should not be used for reporting to federal or state revenue agencies. Federal tax information for the calendar year will be reported to you on Form 1099-DIV in January 2020.

With respect to distributions paid, the Fund designates the following amounts (or, if subsequently determined to be different, the maximum amount allowable) for the fiscal year ended May 31, 2019:

<b>Dividend Received Deduction (corporate shareholders)<sup>(1)</sup></b>	<b>Long-Term Capital Gain Distributions<sup>(2)</sup></b>	<b>Qualified Interest Income</b>
13.67%	\$22,595,000	\$10,785,000

<sup>(1)</sup> Presented as a percentage of net investment income and short-term capital gain distributions paid, if any.

<sup>(2)</sup> Pursuant to Section 852 of the Internal Revenue Code.

For the fiscal year ended May 31, 2019, the Fund hereby designates the maximum amount allowable of its net taxable income as qualified dividends taxed at individual net capital gain rates.

# REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

## To the Shareholders and Board of Trustees of USAA Cornerstone Moderate Fund:

### Opinion on the Financial Statements

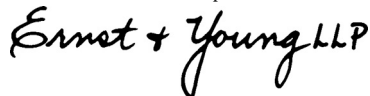
We have audited the accompanying statement of assets and liabilities of USAA Cornerstone Moderate Fund (the “Fund”) (one of the funds constituting USAA Mutual Funds Trust (the “Trust”)), including the portfolio of investments, as of May 31, 2019, and the related statement of operations for the year then ended, the statements of changes in net assets for each of the two years in the period then ended, the financial highlights for each of the five years in the period then ended and the related notes (collectively referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Fund (one of the funds constituting USAA Mutual Funds Trust) at May 31, 2019, the results of its operations for the year then ended, the changes in its net assets for each of the two years in the period then ended and its financial highlights for each of the five years in the period then ended, in conformity with U.S. generally accepted accounting principles.

### Basis for Opinion

These financial statements are the responsibility of the Trust’s management. Our responsibility is to express an opinion on the Fund’s financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (“PCAOB”) and are required to be independent with respect to the Trust in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Trust is not required to have, nor were we engaged to perform, an audit of the Trust’s internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting, but not for the purpose of expressing an opinion on the effectiveness of the Trust’s internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our procedures included confirmation of securities owned as of May 31, 2019, by correspondence with the custodian and brokers or by other appropriate auditing procedures where replies from brokers were not received. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

The signature of Ernst & Young LLP is written in a black, cursive script. The words "Ernst & Young" are written in a larger, more prominent cursive font, with "LLP" in a smaller, simpler font to the right.

We have served as the auditor of one or more Victory Capital investment companies since 1995.

San Antonio, Texas

July 23, 2019

# PORTFOLIO OF INVESTMENTS

May 31, 2019

Principal Amount (000)	Security	Coupon Rate	Maturity	Market Value (000)
<b>BONDS (54.0%)</b>				
<b>ASSET-BACKED SECURITIES (1.5%)</b>				
<u>Asset Backed Securities (1.5%)</u>				
<b>Automobile ABS (1.1%)</b>				
\$ 343	Americredit Automobile Receivables Trust	3.15%	3/20/2023	\$ 347
2,640	Americredit Automobile Receivables Trust	3.50	1/18/2024	2,708
567	Avis Budget Rental Car Funding AESOP, LLC <sup>(a)</sup>	2.96	7/20/2020	567
311	Avis Budget Rental Car Funding AESOP, LLC <sup>(a)</sup>	3.75	7/20/2020	311
2,704	Avis Budget Rental Car Funding AESOP, LLC <sup>(a)</sup>	2.50	2/20/2021	2,702
1,483	Credit Acceptance Auto Loan Trust <sup>(a)</sup>	4.29	11/15/2024	1,486
1,503	Credit Acceptance Auto Loan Trust <sup>(a)</sup>	3.55	8/15/2027	1,532
2,560	OSCAR U.S. Funding Trust IX, LLC <sup>(a)</sup>	3.63	9/10/2025	2,649
				<u>12,302</u>
<b>Credit Card ABS (0.1%)</b>				
1,461	Synchrony Credit Card Master Note Trust	2.95	5/15/2024	1,456
<b>Other ABS (0.2%)</b>				
1,320	Element Rail Leasing I, LLC <sup>(a)</sup>	3.67	4/19/2044	1,362
401	NP SPE II, LLC <sup>(a)</sup>	3.37	10/21/2047	408
848	SCF Equipment Leasing, LLC <sup>(a)</sup>	3.41	12/20/2023	855
				<u>2,625</u>
<b>Student Loan ABS (0.1%)</b>				
950	Navient Student Loan Trust (1 mo. LIBOR + 1.50%)	3.93 <sup>(b)</sup>	8/25/2050	946
377	SLM Student Loan Trust (3 mo. LIBOR + 0.55%)	3.13 <sup>(b)</sup>	10/25/2065	358
				<u>1,304</u>
	Total Asset Backed Securities			<u>17,687</u>
	Total Asset-Backed Securities (cost: \$17,376)			<u>17,687</u>
<b>BANK LOANS (0.2%)<sup>(c)</sup></b>				
<u>Consumer, Cyclical (0.2%)</u>				
<b>Retail (0.2%)</b>				
1,872	Academy, Ltd. (1 mo. LIBOR + 4.00%)	6.44	7/01/2022	1,366
967	Academy, Ltd. (1 mo. LIBOR + 4.00%)	6.48	7/01/2022	705
	Total Consumer, Cyclical			<u>2,071</u>
	Total Bank Loans (cost: \$2,341)			<u>2,071</u>



Principal Amount (000)	Security	Coupon Rate	Maturity	Market Value (000)
<b>COLLATERALIZED MORTGAGE OBLIGATIONS (0.2%)</b>				
<b><u>Mortgage Securities (0.2%)</u></b>				
<b>Whole Loan Collateral CMO (0.2%)</b>				
\$ 146	Sequoia Mortgage Trust (1 mo. LIBOR + 0.90%)	3.34% <sup>(b)</sup>	9/20/2033	\$ 144
1,807	Structured Asset Mortgage Investments Trust (1 mo. LIBOR + 0.50%)	2.94 <sup>(b)</sup>	7/19/2035	1,741
177	Wells Fargo Mortgage Backed Securities Trust	5.16 <sup>(d)</sup>	4/25/2035	177
	Total Mortgage Securities			<u>2,062</u>
	Total Collateralized Mortgage Obligations (cost: \$2,125)			<u>2,062</u>
<b>COMMERCIAL MORTGAGE SECURITIES (0.7%)</b>				
<b><u>Mortgage Securities (0.7%)</u></b>				
<b>Commercial MBS (0.7%)</b>				
1,254	Banc of America Commercial Mortgage Trust	5.66 <sup>(d)</sup>	7/10/2044	470
130	Banc of America Commercial Mortgage Trust	6.57 <sup>(d)</sup>	2/10/2051	131
183	Bear Stearns Commercial Mortgage Securities Trust <sup>(a)</sup>	5.66 <sup>(d)</sup>	9/11/2041	182
1,200	BT-h21 Mortgage-Backed Securities Trust (1 mo. LIBOR + 2.50%) <sup>(a)</sup>	4.81 <sup>(b)</sup>	10/07/2021	1,202
33	Credit Suisse Commercial Mortgage Trust (1 mo. LIBOR + 0.19%)	2.62 <sup>(b)</sup>	2/15/2040	33
15,099	CSAIL Commercial Mortgage Trust <sup>(c)</sup>	1.79 <sup>(d)</sup>	1/15/2049	1,278
4,200	FREMF Mortgage Trust <sup>(c)</sup>	3.51 <sup>(d)</sup>	8/25/2045	4,193
107	GE Capital Commercial Mortgage Corp.	5.61 <sup>(d)</sup>	12/10/2049	92
490	GMAC Commercial Mortgage Securities, Inc.	4.98 <sup>(d)</sup>	12/10/2041	490
12,412	UBS Commercial Mortgage Trust <sup>(a),(c)</sup>	2.06 <sup>(d)</sup>	5/10/2045	585
	Total Mortgage Securities			<u>8,656</u>
	Total Commercial Mortgage Securities (cost: \$9,278)			<u>8,656</u>
<b>CONVERTIBLE SECURITIES (0.3%)</b>				
<b><u>Basic Materials (0.3%)</u></b>				
<b>Mining (0.3%)</b>				
395	Hycroft Mining Corp. <sup>(d),(g),(h),(i)</sup>	15.00 <sup>(i)</sup>	10/22/2020	12
3,100	Pretium Resources, Inc.	2.25	3/15/2022	2,926
	Total Basic Materials			<u>2,938</u>
	Total Convertible Securities (cost: \$3,381)			<u>2,938</u>
<b>CORPORATE OBLIGATIONS (6.5%)</b>				
<b><u>Communications (0.2%)</u></b>				
<b>Telecommunications (0.2%)</b>				
2,250	Hughes Satellite Systems Corp. <sup>(k)</sup>	6.50	6/15/2019	2,250

Principal Amount (000)	Security	Coupon Rate	Maturity	Market Value (000)
<b>Consumer, Cyclical (0.6%)</b>				
<b>Auto Manufacturers (0.6%)</b>				
\$ 3,300	Harley-Davidson Financial Services, Inc. <sup>(a),(k)</sup>	3.55%	5/21/2021	\$ 3,333
3,250	Hyundai Capital America <sup>(a),(k)</sup>	3.75	7/08/2021	3,305
	Total Consumer, Cyclical			6,638
<b>Consumer, Non-cyclical (0.2%)</b>				
<b>Healthcare-Services (0.2%)</b>				
3,000	Community Health Systems, Inc. <sup>(k)</sup>	6.88	2/01/2022	2,010
<b>Energy (1.2%)</b>				
<b>Pipelines (1.2%)</b>				
2,950	Enbridge Energy Partners, LP <sup>(k)</sup>	7.38	10/15/2045	4,231
1,900	Energy Transfer Operating, LP (3 mo. LIBOR + 3.02%) <sup>(k)</sup>	5.60 <sup>(b)</sup>	11/01/2066	1,515
2,500	Enterprise TE Partners, LP (3 mo. LIBOR + 2.78%) <sup>(e)</sup>	5.30 <sup>(b)</sup>	6/01/2067	2,287
3,300	EQM Midstream Partners, LP <sup>(k)</sup>	4.75	7/15/2023	3,368
800	Martin Midstream Partners, LP / Martin Midstream Finance Corp. <sup>(k)</sup>	7.25	2/15/2021	780
1,000	Southern Union Co. (3 mo. LIBOR + 3.02%) <sup>(k)</sup>	5.60 <sup>(b)</sup>	11/01/2066	778
1,400	Tallgrass Energy Partners, LP / Tallgrass Energy Finance Corp. <sup>(a),(k)</sup>	5.50	9/15/2024	1,435
	Total Energy			14,394
<b>Financial (3.4%)</b>				
<b>Banks (1.3%)</b>				
1,000	Allfirst Preferred Capital Trust (3 mo. LIBOR + 1.50%)	4.10 <sup>(b)</sup>	7/15/2029	936
2,000	Compass Bank <sup>(k)</sup>	3.88	4/10/2025	2,031
2,850	First Maryland Capital I (3 mo. LIBOR + 1.00%) <sup>(k)</sup>	3.60 <sup>(b)</sup>	1/15/2027	2,639
2,000	Huntington Capital (3 mo. LIBOR + 0.63%) <sup>(k)</sup>	3.24 <sup>(b)</sup>	6/15/2028	1,772
2,000	Manufacturers & Traders Trust Co. (3 mo. LIBOR + 0.64%) <sup>(k)</sup>	3.16 <sup>(b)</sup>	12/01/2021	2,000
6,000	SunTrust Capital I (3 mo. LIBOR + 0.67%) <sup>(k)</sup>	3.19 <sup>(b)</sup>	5/15/2027	5,600
				14,978
<b>Diversified Financial Services (0.3%)</b>				
4,000	Cullen/Frost Capital Trust II (3 mo. LIBOR + 1.55%) <sup>(k)</sup>	4.07 <sup>(b)</sup>	3/01/2034	3,458
<b>Insurance (1.6%)</b>				
3,200	Allstate Corp. (3 mo. LIBOR + 2.94%) <sup>(k)</sup>	5.75 <sup>(l)</sup>	8/15/2053	3,285
1,921	AmTrust Financial Services, Inc. <sup>(k)</sup>	6.13	8/15/2023	1,867
3,200	Athene Holding Ltd. <sup>(k)</sup>	4.13	1/12/2028	3,141

Principal Amount (000)	Security	Coupon Rate	Maturity	Market Value (000)
\$ 2,575	HSB Group, Inc. (3 mo. LIBOR + 0.91%)(k)	3.51%(b)	7/15/2027	\$ 2,217
5,670	Nationwide Mutual Insurance Co. (3 mo. LIBOR + 2.29%)(a),(k)	4.90(b)	12/15/2024	5,657
2,800	Prudential Financial, Inc. (3 mo. LIBOR + 3.92%)(k)	5.63(0)	6/15/2043	2,903
				<u>19,070</u>
	<b>Investment Companies (0.1%)</b>			
1,600	Ares Capital Corp.(k)	3.63	1/19/2022	<u>1,609</u>
	<b>REITS (0.1%)</b>			
1,000	Sabra Health Care, LP(k)	5.13	8/15/2026	<u>1,016</u>
	Total Financial			<u>40,131</u>
	<b>Industrial (0.7%)</b>			
	<b>Electrical Components &amp; Equipment (0.0%)</b>			
500	Artesyn Embedded Technologies, Inc. (a),(m)	9.75	10/15/2020	<u>510</u>
	<b>Miscellaneous Manufacturers (0.1%)</b>			
960	General Electric Co.(k)	5.50	1/08/2020	<u>975</u>
	<b>Transportation (0.6%)</b>			
3,000	BNSF Funding Trust I (3 mo. LIBOR + 2.35%)(k)	6.61(0)	12/15/2055	3,215
3,200	Ryder System, Inc.(k)	3.50	6/01/2021	3,247
				<u>6,462</u>
	Total Industrial			<u>7,947</u>
	<b>Utilities (0.2%)</b>			
	<b>Electric (0.2%)</b>			
2,133	NextEra Energy Capital Holdings, Inc.(k)	3.34	9/01/2020	<u>2,153</u>
	Total Corporate Obligations (cost: \$73,486)			<u>75,523</u>
	<b>EURODOLLAR AND YANKEE OBLIGATIONS (1.1%)</b>			
	<b>Basic Materials (0.2%)</b>			
	<b>Mining (0.2%)</b>			
2,285	Newcrest Finance Pty. Ltd. (a),(k)	4.45	11/15/2021	<u>2,366</u>
	<b>Consumer, Cyclical (0.3%)</b>			
	<b>Auto Manufacturers (0.3%)</b>			
3,200	BMW U.S. Capital, LLC (a),(k)	3.25	8/14/2020	<u>3,223</u>
	<b>Energy (0.3%)</b>			
	<b>Oil &amp; Gas (0.3%)</b>			
3,100	Petroleos Mexicanos(k)	5.38	3/13/2022	<u>3,204</u>

Principal Amount (000)	Security	Coupon Rate	Maturity	Market Value (000)
<b>Oil &amp; Gas Services (0.0%)</b>				
\$ 35	Schahin II Finance Co. SPV Ltd. <sup>(a),(f),(h)</sup>	8.00%	5/25/2020	\$ 32
1,407	Schahin II Finance Co. SPV Ltd. <sup>(a),(g),(i)</sup>	5.88	9/25/2023	148
				<u>180</u>
<b>Pipelines (0.0%)</b>				
600	Transcanada Trust (3 mo. LIBOR + 3.53%) <sup>(k)</sup>	5.63 <sup>(l)</sup>	5/20/2075	589
	Total Energy			<u>3,973</u>
<b>Financial (0.3%)</b>				
<b>Insurance (0.3%)</b>				
3,430	QBE Capital Funding III Ltd. (USD Swap Semi-Annual 30/360 10 YR + 4.05%) <sup>(a),(k)</sup>	7.25 <sup>(l)</sup>	5/24/2041	3,620
	Total Eurodollar and Yankee Obligations (cost: \$13,850)			<u>13,182</u>

Number of Shares

<b>FIXED-INCOME EXCHANGE-TRADED FUNDS (12.6%)</b>				
44,400	Invesco Fundamental High Yield Corporate Bond ETF			821
91,690	iShares 20+ Year Treasury Bond ETF			12,088
611,920	iShares iBoxx \$ High Yield Corporate Bond ETF <sup>(m)</sup>			51,952
197,740	iShares iBoxx \$ Investment Grade Corporate Bond ETF			23,893
340,800	Vanguard Mortgage-Backed Securities ETF			17,930
75,000	Vanguard Short-Term Bond ETF <sup>(m)</sup>			6,010
340,800	Vanguard Total Bond Market ETF			28,027
113,000	Xtrackers USD High Yield Corporate Bond ETF			<u>5,532</u>
	Total Fixed-Income Exchange-Traded Funds (cost: \$143,964)			<u>146,253</u>

Principal Amount (000)	Security	Coupon Rate	Maturity	Market Value (000)
<b>U.S. GOVERNMENT AGENCY ISSUES (11.6%)<sup>(o)</sup></b>				
<b>Commercial MBS (2.1%)</b>				
\$ 2,250	Fannie Mae <sup>(+)</sup>	2.15%	1/25/2023	2,238
8,300	Freddie Mac <sup>(+)</sup>	3.00	12/25/2025	8,570
5,200	Freddie Mac <sup>(+)</sup>	3.33 <sup>(d)</sup>	5/25/2025	5,457
5,000	Freddie Mac <sup>(+)</sup>	3.51	4/25/2030	5,317
2,679	Freddie Mac <sup>(+)</sup>	3.70 <sup>(d)</sup>	1/25/2033	2,898
				<u>24,480</u>

Principal Amount (000)	Security	Coupon Rate	Maturity	Market Value (000)
<b>FGLMC Collateral (9.3%)</b>				
\$ 7,111	Freddie Mac <sup>(+)</sup>	3.00%	4/01/2046	\$ 7,181
10,037	Freddie Mac <sup>(+)</sup>	3.00	6/01/2046	10,135
7,891	Freddie Mac <sup>(+)</sup>	3.00	8/01/2046	7,967
7,535	Freddie Mac <sup>(+)</sup>	3.00	1/01/2047	7,596
14,380	Freddie Mac <sup>(+)</sup>	3.00	1/01/2047	14,498
15,420	Freddie Mac <sup>(+)</sup>	3.00	3/01/2047	15,543
19,977	Freddie Mac <sup>(+)</sup>	3.00	4/01/2047	20,152
8,974	Freddie Mac <sup>(+)</sup>	3.00	8/01/2047	9,040
7,614	Freddie Mac <sup>(+)</sup>	3.50	4/01/2046	7,799
7,466	Freddie Mac <sup>(+)</sup>	3.50	4/01/2048	7,641
				<u>107,552</u>
<b>UMBS Collateral (0.2%)<sup>(a)</sup></b>				
2,690	Fannie Mae <sup>(+)</sup>	4.00	11/01/2045	2,791
	Total U.S. Government Agency Issues (cost: \$133,451)			<u>134,823</u>
<b>U.S. TREASURY SECURITIES (19.3%)</b>				
<b>Bonds (9.1%)</b>				
250	U.S. Treasury Bond (STRIPS Principal) (Zero Coupon)	0.00	8/15/2044	130
6,000	U.S. Treasury Bond	3.00	11/15/2044	6,490
38,200	U.S. Treasury Bond	3.00	5/15/2045	41,374
4,000	U.S. Treasury Bond	3.00	5/15/2047	4,337
5,000	U.S. Treasury Bond	3.00	2/15/2049	5,433
44,100	U.S. Treasury Bond	3.13	8/15/2044	48,710
				<u>106,474</u>
<b>Inflation-Indexed Notes (1.0%)</b>				
11,796	Inflation-Index Note	0.13	4/15/2021	11,682
<b>Notes (9.2%)</b>				
28,500	U.S. Treasury Note <sup>(p)</sup>	1.13	2/28/2021	28,075
17,000	U.S. Treasury Note	1.63	4/30/2023	16,811
25,000	U.S. Treasury Note	1.63	2/15/2026	24,379
2,000	U.S. Treasury Note	2.25	11/15/2024	2,029
5,000	U.S. Treasury Note	2.25	11/15/2025	5,070
5,000	U.S. Treasury Note	2.25	2/15/2027	5,067
15,000	U.S. Treasury Note	2.25	11/15/2027	15,171
5,000	U.S. Treasury Note	2.50	1/31/2021	5,039
5,000	U.S. Treasury Note	2.75	2/15/2028	5,253
				<u>106,894</u>
	Total U.S. Treasury Securities (cost: \$215,133)			<u>225,050</u>
	Total Bonds (cost: \$614,385)			<u>628,245</u>

Number of Shares	Security	Market Value (000)
<b>INTERNATIONAL EQUITY SECURITIES (21.6%)</b>		
<b>COMMON STOCKS (0.2%)</b>		
<b>Consumer, Cyclical (0.0%)</b>		
<b>Auto Parts &amp; Equipment (0.0%)</b>		
5,860	Autoliv, Inc.	\$ 361
<b>Consumer, Non-cyclical (0.1%)</b>		
<b>Pharmaceuticals (0.1%)</b>		
3,000	Jazz Pharmaceuticals plc <sup>(a)</sup>	377
<b>Industrial (0.1%)</b>		
<b>Electronics (0.1%)</b>		
9,810	TE Connectivity Ltd.	826
<b>Technology (0.0%)</b>		
<b>Semiconductors (0.0%)</b>		
6,040	Kulicke & Soffa Industries, Inc.	117
	Total Common Stocks (cost: \$1,777)	1,681
<b>EXCHANGE-TRADED FUNDS (21.1%)</b>		
224,400	Invesco FTSE RAFI Developed Markets ex-US ETF <sup>(m)</sup>	8,761
597,600	Invesco FTSE RAFI Emerging Markets ETF	12,305
488,080	iShares Core MSCI EAFE ETF	28,987
411,660	iShares Core MSCI Emerging Markets ETF	20,221
274,500	iShares Edge MSCI Min Vol EAFE ETF	19,500
130,400	iShares Edge MSCI Min Vol Emerging Markets ETF	7,446
748,000	iShares MSCI Canada ETF	20,443
258,080	iShares MSCI United Kingdom ETF	8,179
856,200	Schwab Fundamental Emerging Markets Large Company Index ETF	23,417
1,389,900	Schwab Fundamental International Large Company Index ETF	36,874
266,700	Schwab Fundamental International Small Company Index ETF	7,990
34,497	SPDR S&P Emerging Markets SmallCap ETF	1,489
51,500	USAA MSCI Emerging Markets Value Momentum Blend Index ETF <sup>(v)</sup>	2,187
519,000	Vanguard FTSE Developed Markets ETF	20,677
47,000	Vanguard FTSE Emerging Markets ETF	1,910
421,000	Vanguard FTSE Europe ETF	22,123
59,797	WisdomTree Emerging Markets SmallCap Dividend Fund	2,686
	Total Exchange-Traded Funds (cost: \$237,746)	245,195

Number of Shares	Security	Market Value (000)
<b>PREFERRED STOCKS (0.3%)</b>		
<b><u>Financial (0.3%)</u></b>		
<b><u>Insurance (0.3%)</u></b>		
167,198	Delphi Financial Group, Inc., cumulative redeemable, 5.71%, (3 mo. LIBOR + 3.19%) <sup>(b)</sup> (cost: \$4,062)	\$ 3,887
	Total International Equity Securities (cost: \$243,585)	<u>250,763</u>
<b>U.S. EQUITY SECURITIES (17.8%)</b>		
<b>COMMON STOCKS (12.7%)</b>		
<b><u>Basic Materials (0.2%)</u></b>		
<b><u>Chemicals (0.0%)</u></b>		
8,060	Huntsman Corp.	140
5,570	LyondellBasell Industries N.V. "A"	413
3,480	Rayonier Advanced Materials, Inc.	23
		<u>576</u>
<b><u>Forest Products &amp; Paper (0.1%)</u></b>		
19,490	International Paper Co.	808
19,240	Resolute Forest Products, Inc.	124
6,780	Schweitzer-Mauduit International, Inc.	212
		<u>1,144</u>
<b><u>Iron/Steel (0.1%)</u></b>		
7,720	Cleveland-Cliffs, Inc. <sup>(m)</sup>	67
5,820	Nucor Corp.	280
2,680	Reliance Steel & Aluminum Co.	223
10,610	Steel Dynamics, Inc.	267
		<u>837</u>
	Total Basic Materials	<u>2,557</u>
<b><u>Communications (1.5%)</u></b>		
<b><u>Advertising (0.1%)</u></b>		
24,460	Interpublic Group of Companies, Inc.	519
13,080	Omnicom Group, Inc.	1,012
		<u>1,531</u>
<b><u>Internet (0.2%)</u></b>		
390	Alphabet, Inc. "A" <sup>(a)</sup>	432
3,290	CDW Corp.	324
2,370	F5 Networks, Inc. <sup>(a)</sup>	313
1,980	IAC/InterActiveCorp <sup>(a)</sup>	437

Number of Shares	Security	Market Value (000)
14,160	NIC, Inc.	\$ 226
1,200	Stamps.com, Inc. <sup>(9)</sup>	40
		<u>1,772</u>
	<b>Media (0.5%)</b>	
44,780	Altice USA, Inc. "A"	1,052
27,240	CBS Corp. "B"	1,315
26,180	Comcast Corp. "A"	1,073
23,470	DISH Network Corp. "A" <sup>(9)</sup>	847
34,970	Entravision Communications Corp. "A"	103
3,240	Sinclair Broadcast Group, Inc. "A"	174
65,070	Sirius XM Holdings, Inc.	346
17,630	Viacom, Inc. "B"	512
		<u>5,422</u>
	<b>Telecommunications (0.7%)</b>	
23,870	AT&T, Inc.	730
6,320	Ciena Corp. <sup>(9)</sup>	221
38,360	Cisco Systems, Inc.	1,996
37,080	Corning, Inc.	1,069
1,950	InterDigital, Inc.	124
18,120	Juniper Networks, Inc.	446
1,830	Shenandoah Telecommunications Co.	73
8,890	T-Mobile US, Inc. <sup>(9)</sup>	653
53,650	Verizon Communications, Inc.	2,916
5,670	Vonage Holdings Corp. <sup>(9)</sup>	67
		<u>8,295</u>
	Total Communications	<u>17,020</u>
	<b>Consumer, Cyclical (1.8%)</b>	
	<b>Airlines (0.1%)</b>	
11,030	Delta Air Lines, Inc.	568
7,930	Southwest Airlines Co.	377
5,030	United Continental Holdings, Inc. <sup>(9)</sup>	391
		<u>1,336</u>
	<b>Apparel (0.1%)</b>	
3,310	Carter's, Inc.	279
9,480	NIKE, Inc. "B"	731
		<u>1,010</u>
	<b>Auto Manufacturers (0.0%)</b>	
12,170	General Motors Co.	406
10,550	Wabash National Corp.	142
		<u>548</u>



Number of Shares	Security	Market Value (000)
<b>Auto Parts &amp; Equipment (0.1%)</b>		
5,060	Allison Transmission Holdings, Inc.	\$ 209
9,800	BorgWarner, Inc.	348
15,050	Dana, Inc.	220
3,200	Lear Corp.	381
9,300	Meritor, Inc. <sup>(9)</sup>	187
3,730	Methode Electronics, Inc.	92
5,520	Tenneco, Inc. "A"	55
		<u>1,492</u>
<b>Distribution/Wholesale (0.1%)</b>		
20,980	Fastenal Co.	642
2,880	KAR Auction Services, Inc.	162
3,520	WESCO International, Inc. <sup>(9)</sup>	165
1,160	WW Grainger, Inc.	303
		<u>1,272</u>
<b>Entertainment (0.1%)</b>		
12,740	Live Nation Entertainment, Inc. <sup>(9)</sup>	775
390	Red Rock Resorts, Inc. "A"	8
		<u>783</u>
<b>Home Builders (0.1%)</b>		
130	NVR, Inc. <sup>(9)</sup>	416
8,670	PulteGroup, Inc.	269
		<u>685</u>
<b>Home Furnishings (0.0%)</b>		
4,160	Ethan Allen Interiors, Inc.	88
<b>Leisure Time (0.1%)</b>		
2,170	Brunswick Corp.	90
8,580	Carnival Corp.	439
15,440	Harley-Davidson, Inc.	505
7,330	Norwegian Cruise Line Holdings Ltd. <sup>(9)</sup>	401
		<u>1,435</u>
<b>Lodging (0.0%)</b>		
6,740	Las Vegas Sands Corp.	371
<b>Office Furnishings (0.0%)</b>		
4,550	Herman Miller, Inc.	162
7,030	Knoll, Inc.	138
11,610	Steelcase, Inc. "A"	186
		<u>486</u>

Number of Shares	Security	Market Value (000)
<b>Retail (1.0%)</b>		
1,500	Asbury Automotive Group, Inc. <sup>(q)</sup>	\$ 111
7,720	Best Buy Co., Inc.	484
2,440	Big Lots, Inc.	67
10,560	Bloomin' Brands, Inc.	204
3,980	Buckle, Inc. <sup>(m)</sup>	60
1,390	Cracker Barrel Old Country Store, Inc.	218
14,550	Del Taco Restaurants, Inc. <sup>(q)</sup>	157
3,460	Dick's Sporting Goods, Inc.	119
3,090	Foot Locker, Inc.	122
22,550	Gap, Inc.	421
2,280	Group 1 Automotive, Inc.	165
3,490	Home Depot, Inc.	663
8,380	Kohl's Corp.	413
3,230	La-Z-Boy, Inc.	104
1,380	Lithia Motors, Inc. "A"	158
6,610	Lowe's Cos, Inc.	617
2,180	Lululemon Athletica, Inc. <sup>(q)</sup>	361
17,880	Macy's, Inc.	368
2,860	McDonald's Corp.	567
2,520	MSC Industrial Direct Co., Inc. "A"	178
1,720	Nu Skin Enterprises, Inc. "A"	80
1,480	O'Reilly Automotive, Inc. <sup>(q)</sup>	550
2,290	Penske Automotive Group, Inc.	98
36,090	Qurate Retail, Inc. <sup>(q)</sup>	452
6,730	Ross Stores, Inc.	626
4,740	Rush Enterprises, Inc. "A"	167
11,030	Starbucks Corp.	839
14,120	TJX Companies, Inc.	710
5,280	Tractor Supply Co.	532
1,600	Ulta Salon Cosmetics & Fragrance, Inc. <sup>(q)</sup>	533
4,330	Urban Outfitters, Inc. <sup>(q)</sup>	97
13,710	Walgreens Boots Alliance, Inc.	677
2,510	Williams-Sonoma, Inc.	147
		<u>11,065</u>
<b>Textiles (0.1%)</b>		
4,100	Mohawk Industries, Inc. <sup>(q)</sup>	556
	Total Consumer, Cyclical	<u>21,127</u>
<b>Consumer, Non-cyclical (3.0%)</b>		
<b>Agriculture (0.0%)</b>		
11,710	Altria Group, Inc.	<u>574</u>

Number of Shares	Security	Market Value (000)
<b>Beverages (0.2%)</b>		
23,200	Coca-Cola Co.	\$ 1,140
7,960	Molson Coors Brewing Co. "B"	438
9,650	PepsiCo, Inc.	1,235
		<u>2,813</u>
<b>Biotechnology (0.4%)</b>		
7,540	Amgen, Inc.	1,257
3,650	Biogen, Inc. <sup>(q)</sup>	800
540	Bio-Rad Laboratories, Inc. "A" <sup>(q)</sup>	155
2,240	Cambrex Corp. <sup>(q)</sup>	89
7,950	Celgene Corp. <sup>(q)</sup>	746
2,380	Emergent BioSolutions, Inc. <sup>(q)</sup>	95
13,330	Exelixis, Inc. <sup>(q)</sup>	261
12,760	Gilead Sciences, Inc.	794
8,040	Halozyne Therapeutics, Inc. <sup>(q)</sup>	119
3,460	Myriad Genetics, Inc. <sup>(q)</sup>	86
180	REGENXBIO, Inc. <sup>(q)</sup>	8
5,610	United Therapeutics Corp. <sup>(q)</sup>	471
		<u>4,881</u>
<b>Commercial Services (0.4%)</b>		
3,250	AMN Healthcare Services, Inc. <sup>(q)</sup>	158
2,700	Automatic Data Processing, Inc.	432
3,660	Avis Budget Group, Inc. <sup>(q)</sup>	104
1,850	Cardtronics plc "A" <sup>(q)</sup>	56
4,820	Ecolab, Inc.	887
1,830	Euronet Worldwide, Inc. <sup>(q)</sup>	284
1,720	FTI Consulting, Inc. <sup>(q)</sup>	144
12,980	Hackett Group, Inc.	209
4,500	Moody's Corp.	823
6,380	PayPal Holdings, Inc. <sup>(q)</sup>	700
6,990	Quad/Graphics, Inc.	59
3,910	S&P Global, Inc.	836
3,980	United Rentals, Inc. <sup>(q)</sup>	438
		<u>5,130</u>
<b>Cosmetics/Personal Care (0.2%)</b>		
3,520	Estee Lauder Companies, Inc. "A"	567
11,860	Procter & Gamble Co.	1,220
		<u>1,787</u>
<b>Food (0.4%)</b>		
2,880	Cal-Maine Foods, Inc.	107
8,140	Flowers Foods, Inc.	182

Number of Shares	Security	Market Value (000)
5,070	Hershey Co.	\$ 669
11,610	Hostess Brands, Inc. <sup>(a)</sup>	156
2,830	Ingles Markets, Inc. "A"	84
5,060	Ingredion, Inc.	385
4,680	JM Smucker Co.	569
30,050	Kroger Co.	685
1,430	Sanderson Farms, Inc.	196
8,660	Sysco Corp.	596
9,110	Tyson Foods, Inc. "A"	691
		<u>4,320</u>
	<b>Healthcare Products (0.3%)</b>	
4,410	Bruker Corp.	184
6,220	Danaher Corp.	821
1,770	Edwards Lifesciences Corp. <sup>(a)</sup>	302
2,270	Hill-Rom Holdings, Inc.	218
2,210	IDEXX Laboratories, Inc. <sup>(a)</sup>	552
1,780	Masimo Corp. <sup>(a)</sup>	233
13,670	Meridian Bioscience, Inc.	155
7,440	Patterson Companies, Inc.	156
200	STERIS plc <sup>(a)</sup>	27
2,850	Thermo Fisher Scientific, Inc.	761
		<u>3,409</u>
	<b>Healthcare-Services (0.4%)</b>	
2,050	Amedisys, Inc. <sup>(a)</sup>	230
650	Chemed Corp.	213
12,850	DaVita, Inc. <sup>(a)</sup>	558
2,820	Encompass Health Corp.	166
2,920	HCA Healthcare, Inc.	353
4,150	MEDNAX, Inc. <sup>(a)</sup>	103
590	Molina Healthcare, Inc. <sup>(a)</sup>	84
5,810	Quest Diagnostics, Inc.	557
9,260	Select Medical Holdings Corp. <sup>(a)</sup>	130
3,150	UnitedHealth Group, Inc.	762
5,850	Universal Health Services, Inc. "B"	700
910	WellCare Health Plans, Inc. <sup>(a)</sup>	251
		<u>4,107</u>
	<b>Household Products/Wares (0.0%)</b>	
13,460	ACCO Brands Corp.	99
990	Helen of Troy Ltd. <sup>(a)</sup>	132
1,500	Spectrum Brands Holdings, Inc.	79
		<u>310</u>

Number of Shares	Security	Market Value (000)
<b>Pharmaceuticals (0.7%)</b>		
8,700	AmerisourceBergen Corp.	\$ 677
7,450	Bristol-Myers Squibb Co.	338
12,750	Cardinal Health, Inc.	536
10,690	Corcept Therapeutics, Inc. <sup>(4)</sup>	104
9,510	CVS Health Corp.	498
1,610	Eagle Pharmaceuticals, Inc. <sup>(4)</sup>	82
3,940	Eli Lilly & Co.	457
1,460	Enanta Pharmaceuticals, Inc. <sup>(4)</sup>	132
10,820	Johnson & Johnson	1,419
4,790	McKesson Corp.	585
8,280	Merck & Co., Inc.	656
16,300	Pfizer, Inc.	677
2,610	Phibro Animal Health Corp. "A"	77
1,660	PRA Health Sciences, Inc. <sup>(4)</sup>	144
3,540	Prestige Consumer Healthcare, Inc. <sup>(4)</sup>	103
3,290	Supernus Pharmaceuticals, Inc. <sup>(4)</sup>	99
1,820	USANA Health Sciences, Inc. <sup>(4)</sup>	129
9,490	Zoetis, Inc.	959
		<u>7,672</u>
	Total Consumer, Non-cyclical	<u>35,003</u>
<b>Energy (0.6%)</b>		
<b>Coal (0.0%)</b>		
4,190	Warrior Met Coal, Inc.	<u>108</u>
<b>Energy-Alternate Sources (0.0%)</b>		
2,350	Renewable Energy Group, Inc. <sup>(4)</sup>	37
3,480	SolarEdge Technologies, Inc. <sup>(4)</sup>	186
		<u>223</u>
<b>Oil &amp; Gas (0.5%)</b>		
18,010	ConocoPhillips	1,062
16,200	Exxon Mobil Corp.	1,146
13,820	HollyFrontier Corp.	525
20,830	Laredo Petroleum, Inc. <sup>(4)</sup>	55
11,370	Marathon Petroleum Corp.	523
5,720	Matador Resources Co. <sup>(4)</sup>	94
17,560	Occidental Petroleum Corp.	874
8,710	Par Pacific Holdings, Inc. <sup>(4)</sup>	171
4,130	PBF Energy, Inc. "A"	109
9,600	Phillips 66	776
6,740	Valero Energy Corp.	474
		<u>5,809</u>

Number of Shares	Security	Market Value (000)
<b>Oil &amp; Gas Services (0.0%)</b>		
2,210	Core Laboratories N.V.	\$ 106
<b>Pipelines (0.1%)</b>		
14,050	Antero Midstream Corp.	172
8,900	ONEOK, Inc.	566
17,280	Plains GP Holdings, LP "A" <sup>(a)</sup>	389
12,640	Tallgrass Energy, LP	301
		<u>1,428</u>
	Total Energy	<u>7,674</u>
<b>Financial (1.9%)</b>		
<b>Banks (0.8%)</b>		
44,110	Bank of America Corp.	1,173
3,800	Bank of Hawaii Corp.	288
8,060	BankUnited, Inc.	262
10,850	Cadence BanCorp	201
10,860	CIT Group, Inc.	516
30,770	Citigroup, Inc.	1,912
3,100	Cullen/Frost Bankers, Inc.	283
7,200	Great Western Bancorp, Inc.	224
21,470	J.P. Morgan Chase & Co.	2,275
23,190	KeyCorp.	370
3,940	PNC Financial Services Group, Inc.	501
23,160	Regions Financial Corp.	320
2,740	Synovus Financial Corp.	88
13,430	U.S. Bancorp.	674
3,490	Webster Financial Corp.	155
5,890	Western Alliance Bancorp <sup>(a)</sup>	242
		<u>9,484</u>
<b>Diversified Financial Services (0.7%)</b>		
4,670	Alliance Data Systems Corp.	642
19,160	Ally Financial, Inc.	553
9,750	American Express Co.	1,118
6,180	Capital One Financial Corp.	531
5,490	Discover Financial Services	409
3,030	LPL Financial Holdings, Inc.	243
5,520	Mastercard, Inc. "A"	1,388
4,110	Nelnet, Inc. "A"	244
16,152	Synchrony Financial	543
10,550	Virtu Financial, Inc. "A"	243
6,570	Visa, Inc. "A"	1,060

Number of Shares	Security	Market Value (000)
11,720	Waddell & Reed Financial, Inc. "A"	\$ 189
2,000	World Acceptance Corp. <sup>(a)</sup>	265
		<u>7,428</u>
	<b>Insurance (0.4%)</b>	
6,080	American Equity Investment Life Holding Co.	172
4,040	Aon plc	727
1,750	Berkshire Hathaway, Inc. "B" <sup>(a)</sup>	346
4,760	Employers Holdings, Inc.	198
7,700	Essent Group Ltd. <sup>(a)</sup>	362
9,850	MetLife, Inc.	455
9,680	MGIC Investment Corp. <sup>(a)</sup>	131
2,060	Primerica, Inc.	237
8,340	Principal Financial Group, Inc.	430
9,780	Progressive Corp.	775
4,330	Prudential Financial, Inc.	400
7,160	Radian Group, Inc.	161
4,660	Universal Insurance Holdings, Inc.	135
		<u>4,529</u>
	<b>REITS (0.0%)</b>	
13,982	Ladder Capital Corp.	223
	Total Financial	21,664
	<b>Industrial (1.2%)</b>	
	<b>Aerospace/Defense (0.2%)</b>	
1,820	Boeing Co.	622
2,650	Lockheed Martin Corp.	897
8,780	Spirit AeroSystems Holdings, Inc. "A"	711
		<u>2,230</u>
	<b>Building Materials (0.1%)</b>	
4,030	Apogee Enterprises, Inc.	146
12,940	Cornerstone Building Brands, Inc. <sup>(a)</sup>	57
2,990	Masonite International Corp. <sup>(a)</sup>	142
11,740	Owens Corning	569
3,150	Patrick Industries, Inc. <sup>(a)</sup>	128
		<u>1,042</u>
	<b>Electrical Components &amp; Equipment (0.0%)</b>	
3,910	Generac Holdings, Inc. <sup>(a)</sup>	216
	<b>Electronics (0.4%)</b>	
4,950	Allegion plc	480
7,460	Atkore International Group, Inc. <sup>(a)</sup>	174
5,200	Garmin Ltd.	398

Number of Shares	Security	Market Value (000)
11,890	Gentex Corp.	\$ 254
6,160	Honeywell International, Inc.	1,012
6,210	Jabil, Inc.	153
10,690	KEMET Corp.	170
800	Mettler-Toledo International, Inc. <sup>(a)</sup>	578
4,150	PerkinElmer, Inc.	358
4,860	SMART Global Holdings, Inc. <sup>(a)</sup>	83
1,860	Tech Data Corp. <sup>(a)</sup>	169
2,240	Waters Corp. <sup>(a)</sup>	450
		<u>4,279</u>
	<b>Hand/Machine Tools (0.0%)</b>	
2,670	Regal Beloit Corp.	<u>194</u>
	<b>Machinery-Construction &amp; Mining (0.1%)</b>	
4,890	Caterpillar, Inc.	<u>586</u>
	<b>Metal Fabrication/Hardware (0.0%)</b>	
4,540	Timken Co.	<u>200</u>
	<b>Miscellaneous Manufacturers (0.2%)</b>	
4,640	3M Co.	741
2,510	Crane Co.	192
4,050	Hillenbrand, Inc.	151
4,800	Illinois Tool Works, Inc.	670
1,670	Sturm Ruger & Co., Inc.	83
4,790	Trinseo S.A.	177
		<u>2,014</u>
	<b>Packaging &amp; Containers (0.0%)</b>	
6,070	Berry Global Group, Inc. <sup>(a)</sup>	285
8,940	Silgan Holdings, Inc.	259
		<u>544</u>
	<b>Transportation (0.2%)</b>	
5,270	Air Transport Services Group, Inc. <sup>(a)</sup>	116
7,320	CSX Corp.	545
3,200	Norfolk Southern Corp.	624
3,620	Union Pacific Corp.	604
7,840	United Parcel Service, Inc. "B"	728
3,210	Werner Enterprises, Inc.	90
		<u>2,707</u>
	<b>Trucking &amp; Leasing (0.0%)</b>	
3,440	Greenbrier Companies, Inc.	<u>94</u>
	Total Industrial	<u>14,106</u>



Number of Shares	Security	Market Value (000)
<b>Technology (2.1%)</b>		
<b>Computers (0.6%)</b>		
3,950	Accenture plc "A"	\$ 703
10,540	Apple, Inc.	1,845
1,450	CACI International, Inc. "A" <sup>(a)</sup>	295
52,950	Hewlett Packard Enterprise Co.	726
3,100	Insight Enterprises, Inc. <sup>(a)</sup>	160
6,110	International Business Machines Corp.	776
4,340	MAXIMUS, Inc.	309
6,040	NCR Corp. <sup>(a)</sup>	185
6,360	NetApp, Inc.	376
6,110	Perspecta, Inc.	133
3,140	Science Applications International Corp.	241
21,450	Seagate Technology plc	898
14,530	Western Digital Corp.	541
		7,188
<b>Office/Business Equipment (0.1%)</b>		
20,050	Pitney Bowes, Inc.	73
19,500	Xerox Corp.	597
		670
<b>Semiconductors (0.5%)</b>		
9,520	Applied Materials, Inc.	368
3,940	Cirrus Logic, Inc. <sup>(a)</sup>	147
20,640	Intel Corp.	909
3,100	Lam Research Corp.	541
25,160	Micron Technology, Inc. <sup>(a)</sup>	821
1,340	MKS Instruments, Inc.	96
3,450	NVIDIA Corp.	467
4,820	Skyworks Solutions, Inc.	321
7,190	Teradyne, Inc.	303
9,940	Texas Instruments, Inc.	1,037
16,380	Ultra Clean Holdings, Inc. <sup>(a)</sup>	209
6,260	Xilinx, Inc.	641
		5,860
<b>Software (0.9%)</b>		
1,910	Adobe, Inc. <sup>(a)</sup>	517
1,692	Covetrus, Inc. <sup>(a)</sup>	42
6,370	CSG Systems International, Inc.	286
5,940	Electronic Arts, Inc. <sup>(a)</sup>	553
4,400	Intuit, Inc.	1,077
3,390	j2 Global, Inc.	286

Number of Shares	Security	Market Value (000)
5,150	Manhattan Associates, Inc. <sup>(a)</sup>	\$ 337
34,540	Microsoft Corp.	4,272
2,820	MSCI, Inc.	620
10,600	Paychex, Inc.	909
5,230	Veeva Systems, Inc. "A" <sup>(a)</sup>	807
5,750	VMware, Inc. "A"	1,018
		<u>10,724</u>
	Total Technology	<u>24,442</u>
	<b>Utilities (0.4%)</b>	
	<b>Electric (0.3%)</b>	
53,020	AES Corp.	838
3,100	Dominion Energy, Inc.	233
17,120	Exelon Corp.	823
2,640	IDACORP, Inc.	265
3,050	NextEra Energy, Inc.	604
15,600	PPL Corp.	464
11,360	Southern Co.	608
		<u>3,835</u>
	<b>Gas (0.1%)</b>	
5,430	New Jersey Resources Corp.	258
3,090	Southwest Gas Holdings, Inc.	263
		<u>521</u>
	Total Utilities	<u>4,356</u>
	Total Common Stocks (cost: \$152,808)	<u>147,949</u>
	<b>EXCHANGE-TRADED FUNDS (4.0%)</b>	
160,600	iShares Core S&P 500 ETF	44,534
16,000	Vanguard Small-Cap Value ETF	1,966
	Total Exchange-Traded Funds (cost: \$44,087)	<u>46,500</u>
	<b>PREFERRED STOCKS (1.1%)</b>	
	<b>Communications (0.2%)</b>	
	<b>Telecommunications (0.2%)</b>	
112,000	Qwest Corp., 6.50% <sup>(b)</sup>	2,578
	<b>Consumer, Non-cyclical (0.6%)</b>	
	<b>Agriculture (0.4%)</b>	
161,682	CHS, Inc., cumulative redeemable "B", 7.88% <sup>(k),(s)</sup>	4,443
	<b>Food (0.2%)</b>	
28,000	Dairy Farmers of America, Inc., cumulative redeemable, 7.88% <sup>(a),(s)</sup>	2,765
	Total Consumer, Non-cyclical	<u>7,208</u>

Number of Shares	Security	Market Value (000)
<b>Energy (0.2%)</b>		
<b>Oil &amp; Gas (0.2%)</b>		
5,500	Chesapeake Energy Corp., 5.75% <sup>(a),(4)</sup>	\$ 2,650
<b>Financial (0.1%)</b>		
<b>Insurance (0.1%)</b>		
1,500	American Overseas Group Ltd., non-cumulative, 6.06%, (3 mo. LIBOR + 3.56%) <sup>(b),(f),(g),(h)</sup>	375
	Total Preferred Stocks (cost: \$14,852)	12,811
	Total U.S. Equity Securities (cost: \$211,747)	207,260
<b>GLOBAL REAL ESTATE EQUITY SECURITIES (2.6%)</b>		
<b>COMMON STOCKS (0.7%)</b>		
<b>Financial (0.7%)</b>		
<b>Real Estate (0.2%)</b>		
20,990	CBRE Group, Inc. "A" <sup>(i)</sup>	959
7,170	HFE, Inc. "A"	310
3,810	Jones Lang LaSalle, Inc.	474
17,950	Realogy Holdings Corp.	127
3,700	RMR Group, Inc. "A"	179
		2,049
<b>REITS (0.5%)</b>		
4,160	American Tower Corp.	869
14,280	Chimera Investment Corp.	260
3,560	EPR Properties	278
9,460	Gaming and Leisure Properties, Inc.	374
13,060	GEO Group, Inc.	286
31,870	Kimco Realty Corp.	555
4,720	Lamar Advertising Co. "A"	369
7,040	LTC Properties, Inc.	315
22,380	Medical Properties Trust, Inc.	398
11,400	Omega Healthcare Investors, Inc.	406
7,526	PotlatchDeltic Corp.	253
4,790	Simon Property Group, Inc.	776
13,280	Tanger Factory Outlet Centers, Inc.	225
11,400	Washington Prime Group, Inc. <sup>(m)</sup>	47
5,330	Welltower, Inc.	433
		5,844
	Total Financial	7,893
	Total Common Stocks (cost: \$8,641)	7,893

Number of Shares	Security	Market Value (000)
<b>EXCHANGE-TRADED FUNDS (1.9%)</b>		
258,780	Vanguard Real Estate ETF (cost: \$21,225)	\$ 22,485
	Total Global Real Estate Equity Securities (cost: \$29,866)	<u>30,378</u>
<b>PRECIOUS METALS AND COMMODITY-RELATED SECURITIES (0.7%)</b>		
<b>COMMON STOCKS (0.0%)</b>		
<b>Basic Materials (0.0%)</b>		
<b>Mining (0.0%)</b>		
110,164	Hycroft Mining Corp. <sup>(b),(g),(h),(i)</sup> (cost: \$3,919)	<u>6</u>
<b>EXCHANGE-TRADED FUNDS (0.7%)</b>		
39,300	First Trust Global Tactical Commodity Strategy Fund <sup>(m)</sup>	708
114,500	Invesco DB Commodity Index Tracking Fund	1,732
19,300	United States Commodity Index Fund <sup>(n)</sup>	701
153,400	VanEck Vectors Gold Miners ETF	3,312
47,200	VanEck Vectors Junior Gold Miners ETF	<u>1,394</u>
	Total Exchange-Traded Funds (cost: \$8,891)	<u>7,847</u>
	Total Precious Metals and Commodity-Related Securities (cost: \$12,810)	<u>7,853</u>

Principal Amount (000)	Security	Coupon Rate	Maturity	Market Value (000)
<b>MONEY MARKET INSTRUMENTS (3.2%)</b>				
<b>COMMERCIAL PAPER (1.5%)</b>				
\$ 1,553	Amphenol Corp. <sup>(a)</sup>	2.53%	6/03/2019	1,553
2,413	AutoZone, Inc. <sup>(a)</sup>	2.54	6/10/2019	2,412
4,070	CSLB Holdings, Inc. <sup>(a)</sup>	2.62	6/05/2019	4,069
2,600	Energy Transfer Partners <sup>(a)</sup>	3.00	6/03/2019	2,600
2,515	Eversource Energy <sup>(a)</sup>	2.55	6/04/2019	2,515
1,471	Southwestern Public Service Co. <sup>(a)</sup>	2.63	6/04/2019	1,471
2,256	Tyson Foods, Inc. <sup>(a)</sup>	2.53	6/06/2019	<u>2,255</u>
	Total Commercial Paper (cost: \$16,873)			<u>16,875</u>

Number of Shares	Security	Market Value (000)
<b>GOVERNMENT &amp; U.S. TREASURY MONEY MARKET FUNDS (1.7%)</b>		
20,255,697	State Street Institutional Treasury Money Market Fund Premier Class, 2.30% <sup>(i)</sup> (cost: \$20,256)	\$ 20,256
	Total Money Market Instruments (cost: \$37,129)	<u>37,131</u>
<b>SHORT-TERM INVESTMENTS PURCHASED WITH CASH COLLATERAL FROM SECURITIES LOANED (2.9%)</b>		
<b>GOVERNMENT &amp; U.S. TREASURY MONEY MARKET FUNDS (2.9%)</b>		
7,653,130	Goldman Sachs Financial Square Government Fund Institutional Class, 2.30% <sup>(i)</sup>	7,653
26,781,144	HSBC U.S. Government Money Market Fund Class I, 2.33% <sup>(i)</sup>	<u>26,781</u>
	Total Short-Term Investments Purchased with Cash Collateral from Securities Loaned (cost: \$34,434)	<u>34,434</u>
	<b>Total Investments (cost: \$1,183,956)</b>	<b><u><u>\$1,196,064</u></u></b>

Number of Contracts	Description	Expiration Date	Notional Amount (000)	Contract Value (000)	Unrealized Appreciation/ (Depreciation) (000)
<b>FUTURES (0.7%)</b>					
<b>LONG FUTURES</b>					
<b>Equity Contracts</b>					
344	E-mini S&P 500	6/21/2019	USD 47,335	\$ 47,344	\$ 9
	<b>Total Long Futures</b>			<u>\$ 47,344</u>	<u>\$ 9</u>
<b>SHORT FUTURES</b>					
<b>Interest Rate Contracts</b>					
257	U.S. Treasury Bond	9/19/2019	USD (38,635)	\$(39,505)	\$(870)
	<b>Total Short Futures</b>			<u>\$(39,505)</u>	<u>\$(870)</u>
	<b>Total Futures</b>			<u>\$ 7,839</u>	<u>\$(861)</u>

VALUATION HIERARCHY				
(\$ in 000s)	LEVEL 1	LEVEL 2	LEVEL 3	Total
<b>Assets</b>				
<b>Bonds:</b>				
Asset-Backed Securities	\$ —	\$ 17,687	\$ —	\$ 17,687
Bank Loans	—	2,071	—	2,071
Collateralized Mortgage Obligations	—	2,062	—	2,062
Commercial Mortgage Securities	—	8,656	—	8,656
Convertible Securities	—	2,926	12	2,938
Corporate Obligations	—	75,523	—	75,523
Eurodollar and Yankee Obligations	—	13,150	32	13,182
Fixed-Income Exchange-Traded Funds	146,253	—	—	146,253
U.S. Government Agency Issues	—	134,823	—	134,823
U.S. Treasury Securities	224,920	130	—	225,050
<b>International Equity Securities:</b>				
Common Stocks	1,681	—	—	1,681
Exchange-Traded Funds	245,195	—	—	245,195
Preferred Stocks	—	3,887	—	3,887
<b>U.S. Equity Securities:</b>				
Common Stocks	147,949	—	—	147,949
Exchange-Traded Funds	46,500	—	—	46,500
Preferred Stocks	—	12,436	375	12,811
<b>Global Real Estate Equity Securities:</b>				
Common Stocks	7,893	—	—	7,893
Exchange-Traded Funds	22,485	—	—	22,485
<b>Precious Metals and Commodity-Related Securities:</b>				
Common Stocks	—	—	6	6
Exchange-Traded Funds	7,847	—	—	7,847
<b>Money Market Instruments:</b>				
Commercial Paper	—	16,875	—	16,875
Government & U.S. Treasury Money Market Funds	20,256	—	—	20,256
<b>Short-Term Investments Purchased with Cash Collateral from Securities Loaned:</b>				
Government & U.S. Treasury Money Market Funds	34,434	—	—	34,434
Futures <sup>(1)</sup>	9	—	—	9
<b>Total</b>	<b>\$905,422</b>	<b>\$290,226</b>	<b>\$425</b>	<b>\$1,196,073</b>
<b>Liabilities</b>				
Futures <sup>(1)</sup>	\$(870)	\$—	\$—	\$(870)
<b>Total</b>	<b>\$(870)</b>	<b>\$—</b>	<b>\$—</b>	<b>\$(870)</b>

<sup>(1)</sup> Futures are valued at the unrealized appreciation/(depreciation) on the investment.

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Refer to the Portfolio of Investments for additional industry, country, or geographic region classifications.

The Portfolio of Investments uses the Bloomberg Industry Classification System (BICS), which may differ from the Fund's compliance classification.

At May 31, 2019, the Fund did not have any transfers into/out of Level 3.

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# NOTES TO PORTFOLIO OF INVESTMENTS

May 31, 2019

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## ■ GENERAL NOTES

Market values of securities are determined by procedures and practices discussed in Note 1A to the financial statements.

The Portfolio of Investments category percentages shown represent the percentages of the investments to net assets, and, in total, may not equal 100%. A category percentage of 0.0% represents less than 0.1% of net assets. Investments in foreign securities were 23.8% of net assets at May 31, 2019.

The Fund may rely on certain Securities and Exchange Commission (SEC) exemptive orders or rules that permit funds meeting various conditions to invest in an exchange-traded fund (ETF) in amounts exceeding limits set forth in the Investment Company Act of 1940, as amended, that would otherwise be applicable.

## ■ CATEGORIES AND DEFINITIONS

**Eurodollar and Yankee obligations** – Eurodollar obligations are U.S. dollar-denominated instruments that are issued outside the U.S. capital markets by foreign corporations and financial institutions and by foreign branches of U.S. corporations and financial institutions. Yankee obligations are dollar-denominated instruments that are issued by foreign issuers in the U.S. capital markets.

**Asset-backed and commercial mortgage-backed securities** – Asset-backed securities represent a participation in, or are secured by and payable from, a stream of payments generated by particular assets. Commercial mortgage-backed securities reflect an interest in, and are secured by,



mortgage loans on commercial real property. These securities represent ownership in a pool of loans and are divided into pieces (tranches) with varying maturities. The stated final maturity of such securities represents the date the final principal payment will be made for the last outstanding loans in the pool. The weighted average life is the average time for principal to be repaid, which is calculated by assuming prepayment rates of the underlying loans. The weighted average life is likely to be substantially shorter than the stated final maturity as a result of scheduled principal payments and unscheduled principal prepayments. Stated interest rates on commercial mortgage-backed securities may change slightly over time as underlying mortgages paydown.

**Collateralized mortgage obligations (CMOs)** – Collateralized mortgage obligations are debt obligations of a legal entity that are fully collateralized by a portfolio of mortgages or mortgage-related securities. CMOs are issued in multiple classes (tranches), with specific adjustable or fixed interest rates, varying maturities, and must be fully retired no later than its final distribution date. The cash flow from the underlying mortgages is used to pay off each tranche separately. CMOs are designed to provide investors with more predictable cash flows than regular mortgage securities, but such cash flows can be difficult to predict because of the effect of prepayments.

**U.S. Treasury inflation-indexed notes** – Designed to provide a real rate of return after being adjusted over time to reflect the impact of inflation. Their principal value periodically adjusts to the rate of inflation. They trade at the prevailing real, or after-inflation, interest rates. The U.S. Treasury guarantees repayment of these securities of at least their face value in the event of sustained deflation or a drop in prices. Inflation adjustments to the face value of these securities are included in interest income.

**Commercial paper** – Consists of short-term unsecured promissory notes with maturities ranging from one to 270 days, issued mainly by corporations. Commercial paper is usually purchased at a discount and matures at par value; however, it also may be interest-bearing. Rate represents an annualized yield at time of purchase or coupon rate, if applicable.

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## ■ PORTFOLIO ABBREVIATIONS AND DESCRIPTIONS

LIBOR	London Interbank Offered Rate
REITS	Real estate investment trusts – Dividend distributions from REITS may be recorded as income and later characterized by the REIT at the end of the fiscal year as capital gains or a return of capital. Thus, the Fund will estimate the components of distributions from these securities and revise when actual distributions are known.
STRIPS	Separate trading of registered interest and principal of securities
Zero Coupon	Normally issued at a significant discount from face value and do not provide for periodic interest payments. Income is earned from the purchase date by accreting the purchase discount of the security to par over the life of the security.

## ■ SPECIFIC NOTES

- (a) Restricted security that is not registered under the Securities Act of 1933. A resale of this security in the United States may occur in an exempt transaction to a qualified institutional buyer as defined by Rule 144A, and as such has been deemed liquid by USAA Asset Management Company under liquidity guidelines approved by USAA Mutual Funds Trust's Board of Trustees, unless otherwise noted as illiquid.
- (b) Variable-rate security – interest rate is adjusted periodically. The interest rate disclosed represents the rate at May 31, 2019.
- (c) Bank loans (loans) – are not registered under the Securities Act of 1933. The loans contain certain restrictions on resale and cannot be sold publicly. The stated interest rates represent the all in interest rate of all contracts within the loan facilities. The interest rates are adjusted periodically, and the rates disclosed represent the current rate at May 31, 2019. The weighted average life of the loans are likely to be shorter than the stated final maturity date due to

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mandatory or optional prepayments. The loans are deemed liquid by USAA Asset Management Company, under liquidity guidelines approved by USAA Mutual Funds Trust's Board of Trustees, unless otherwise noted as illiquid.

- (d) Stated interest rates may change slightly over time as underlying mortgages paydown.
- (e) Security is interest only. Interest-only commercial mortgage-backed securities (CMBS IOs) represent the right to receive only the interest payments on an underlying pool of commercial mortgage loans. The purchase yield reflects an anticipated yield based upon interest rates at the time of purchase and the estimated timing and amount of future cash flows. Coupon rates after purchase vary from period to period. The principal amount represents the notional amount of the underlying pool on which current interest is calculated. CMBS IOs are backed by loans that have various forms of prepayment protection, which include lock-out provisions, yield maintenance provisions, and prepayment penalties. This serves to moderate their prepayment risk. CMBS IOs are subject to default-related prepayments that may have a negative impact on yield.
- (f) Security was fair valued at May 31, 2019, by USAA Asset Management Company in accordance with valuation procedures approved by USAA Mutual Funds Trust's Board of Trustees. The total value of all such securities was \$425,000, which represented less than 0.1% of the Fund's net assets.
- (g) Security deemed illiquid by USAA Asset Management Company, under liquidity guidelines approved by USAA Mutual Funds Trust's Board of Trustees.
- (h) Security was classified as Level 3.
- (i) Payment-in-kind (PIK) - security in which the issuer has or will have the option to make all or a portion of the interest or dividend payments in additional securities in lieu of cash.
- (j) All of the coupon is PIK.

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- (k) The security, or a portion thereof, is segregated to cover the value of open futures contracts at May 31, 2019.
  - (l) Fixed to floating security that initially pays a fixed rate and converts to a floating rate coupon at a specified date in the future. The rate presented is a fixed rate.
  - (m) The security, or a portion thereof, was out on loan as of May 31, 2019.
  - (n) At May 31, 2019, the issuer was in default with respect to interest and/or principal payments.
  - (o) U.S. government agency issues – Mortgage-backed securities issued by certain U.S. Government Sponsored Enterprises (GSEs) such as the Government National Mortgage Association (GNMA or Ginnie Mae) and certain other U.S. government guaranteed securities are supported by the full faith and credit of the U.S. government. Securities issued by other GSEs, such as Federal Home Loan Mortgage Corporation (Freddie Mac or FHLMC) and Federal National Mortgage Association (Fannie Mae or FNMA), indicated with a “+”, are supported only by the right of the GSE to borrow from the U.S. Treasury, the discretionary authority of the U.S. government to purchase the GSEs’ obligations, or only by the credit of the issuing agency, instrumentality, or corporation, and are neither issued nor guaranteed by the U.S. Treasury. In September of 2008, the U.S. Treasury placed Fannie Mae and Freddie Mac under conservatorship and appointed the Federal Housing Finance Agency (FHFA) to act as conservator and oversee their daily operations. In addition, the U.S. Treasury entered into purchase agreements with Fannie Mae and Freddie Mac to provide them with capital in exchange for senior preferred stock. While these arrangements are intended to ensure that Fannie Mae and Freddie Mac can continue to meet their obligations, it is possible that actions by the U.S. Treasury, FHFA, or others could adversely impact the value of the Fund’s investments in securities issued by Fannie Mae and Freddie Mac.

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- (p) Securities with a value of \$4,925,500 are segregated as collateral for initial margin requirements on open futures contracts.
  - (q) Non-income-producing security.
  - (r) Investment in affiliated exchange-traded fund.
  - (s) Security is perpetual and has no final maturity date but may be subject to calls at various dates in the future.
  - (t) Rate represents the money market fund annualized seven-day yield at May 31, 2019.
  - (u) Effective June 3, 2019, UMBS Collateral, new BICS industry, replaces FNMA Collateral, former BICS industry.

See accompanying notes to financial statements.

## STATEMENT OF ASSETS AND LIABILITIES (IN THOUSANDS)

May 31, 2019

### ASSETS

Investments in unaffiliated securities, at market value (including securities on loan of \$33,500) (cost of \$1,181,320)	\$1,193,877
Investments in affiliated underlying funds, at market value (cost of \$2,636)	2,187
Cash	11,567
Cash denominated in foreign currencies (identified cost of \$37)	28
Receivables:	
Capital shares sold	922
USAA Asset Management Company (Note 6)	205
Dividends and interest	2,857
Securities sold	4,470
Other	9
Total assets	1,216,122

### LIABILITIES

Payables:	
Upon return of securities loaned	34,434
Securities purchased	15,348
Capital shares redeemed	506
Payable to broker	807
Variation margin on futures contracts	859
Accrued management fees	588
Accrued transfer agent's fees	70
Other accrued expenses and payables	136
Total liabilities	52,748
Net assets applicable to capital shares outstanding	\$1,163,374

### NET ASSETS CONSIST OF:

Paid-in capital	\$1,157,510
Distributable earnings	5,864
Net assets applicable to capital shares outstanding	\$1,163,374
Capital shares outstanding, no par value	82,468
Net asset value, redemption price, and offering price per share	\$ 14.11

See accompanying notes to financial statements.

# STATEMENT OF OPERATIONS

## (IN THOUSANDS)

Year ended May 31, 2019

### INVESTMENT INCOME

Income distributions from affiliated underlying funds	\$ 48
Dividends	19,367
Interest	16,225
Securities lending (net)	404
Total income	<u>36,044</u>

### EXPENSES

Management fees	6,856
Administration and servicing fees	1,743
Transfer agent's fees	2,618
Custody and accounting fees	275
Postage	132
Shareholder reporting fees	63
Trustees' fees	37
Registration fees	49
Professional fees	105
Other	22
Total expenses	<u>11,900</u>
Expenses reimbursed	(285)
Net expenses	<u>11,615</u>

### NET INVESTMENT INCOME

24,429

### NET REALIZED AND UNREALIZED GAIN (LOSS) ON INVESTMENTS, FOREIGN CURRENCY, AND FUTURES CONTRACTS

Net realized gain (loss) on:	
Investments	8,066
Foreign currency transactions	9
Futures transactions	(2,963)
Change in net unrealized appreciation/(depreciation) of:	
Unaffiliated investments	(26,829)
Affiliated investments (Note 8)	(356)
Foreign currency translations.	(1)
Futures contracts	(1,584)
Net realized and unrealized loss	<u>(23,658)</u>
Increase in net assets resulting from operations	<u>\$ 771</u>

See accompanying notes to financial statements.

## STATEMENTS OF CHANGES IN NET ASSETS (IN THOUSANDS)

Years ended May 31,

	2019	2018
<b>FROM OPERATIONS</b>		
Net investment income	\$ 24,429	\$ 20,170
Net realized gain on investments	8,066	49,970
Net realized gain on foreign currency transactions	9	482
Net realized gain on long-term capital gain distributions from other investment companies	–	23
Net realized gain (loss) on futures transactions	(2,963)	12,503
Change in net unrealized appreciation/(depreciation) of:		
Investments	(27,185)	(19,375)
Foreign currency translations	(1)	(54)
Futures contracts	(1,584)	(3,135)
Increase in net assets resulting from operations	771	60,584
<b>DISTRIBUTIONS TO SHAREHOLDERS FROM DISTRIBUTABLE EARNINGS</b>		
	(57,045)	(77,733)
<b>FROM CAPITAL SHARE TRANSACTIONS</b>		
Proceeds from shares sold	126,718	154,614
Reinvested dividends	56,759	77,303
Cost of shares redeemed	(147,861)	(150,230)
Increase in net assets from capital share transactions	35,616	81,687
Net increase (decrease) in net assets	(20,658)	64,538
<b>NET ASSETS</b>		
Beginning of year	1,184,032	1,119,494
End of year.	\$1,163,374	\$1,184,032
<b>CHANGE IN SHARES OUTSTANDING</b>		
Shares sold	8,845	10,216
Shares issued for dividends reinvested	4,109	5,165
Shares redeemed	(10,306)	(9,922)
Increase in shares outstanding	2,648	5,459

See accompanying notes to financial statements.



# NOTES TO FINANCIAL STATEMENTS

May 31, 2019

## (1) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

USAA MUTUAL FUNDS TRUST (the Trust), registered under the Investment Company Act of 1940, as amended (the 1940 Act), is an open-end management investment company organized as a Delaware statutory trust consisting of 47 separate funds. The USAA Cornerstone Moderate Fund (the Fund) qualifies as a registered investment company under Accounting Standards Codification Topic 946. The information presented in this annual report pertains only to the Fund, which is classified as diversified under the 1940 Act and is authorized to issue an unlimited number of shares. The Fund's investment objective is to seek a high total return.

On November 6, 2018, United Services Automobile Association (USAA), the parent company of USAA Asset Management Company (AMCO or Manager), the investment adviser to the Fund, and USAA Transfer Agency Company, d/b/a USAA Shareholder Account Services (SAS), the transfer agent to the Fund, announced that AMCO and SAS would be acquired by Victory Holdings, a global investment management firm headquartered in Cleveland, Ohio (the Transaction), on July 1, 2019.

A special shareholder meeting was held on April 18, 2019, at which shareholders of the Fund approved a new investment advisory agreement between the Trust, on behalf of the Fund, and Victory Capital, an independent investment management company. In addition, shareholders of the Fund also elected the following two new directors to the Board of the Trust to serve upon the closing of the Transaction: (1) David C. Brown, to serve as an Interested Trustee; and (2) John C. Walters, to serve as an Independent Trustee. **Please refer to the Subsequent Event Note to the Financial Statements in this annual report for additional important information.**

A. **Security valuation**— The Trust's Board of Trustees (the Board) has established the Valuation and Liquidity Committee (the Committee),

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and subject to Board oversight, the Committee administers and oversees the Fund's valuation policies and procedures, which are approved by the Board. The Fund utilizes independent pricing services, quotations from securities dealers, and a wide variety of sources and information to establish and adjust the fair value of securities as events occur and circumstances warrant.

The value of each security is determined (as of the close of trading on the New York Stock Exchange (NYSE) on each business day the NYSE is open) as set forth below:

1. Equity securities, including exchange-traded funds (ETFs), except as otherwise noted, traded primarily on a domestic securities exchange or the over-the-counter markets, are valued at the last sales price or official closing price on the exchange or primary market on which they trade. Securities traded primarily on foreign securities exchanges or markets are valued at the last quoted sale price, or the most recently determined official closing price calculated according to local market convention, available at the time the Fund is valued. If no last sale or official closing price is reported or available, the average of the bid and ask prices generally is used. Actively traded equity securities listed on a domestic exchange generally are categorized in Level 1 of the fair value hierarchy. Certain preferred and equity securities traded in inactive markets generally are categorized in Level 2 of the fair value hierarchy.
2. Equity securities trading in various foreign markets may take place on days when the NYSE is closed. Further, when the NYSE is open, the foreign markets may be closed. Therefore, the calculation of the Fund's net asset value (NAV) may not take place at the same time the prices of certain foreign securities held by the Fund are determined. In many cases, events affecting the values of foreign securities that occur between the time of their last quoted sale or official closing price and the close of normal trading on the NYSE on a day the Fund's NAV is calculated will not need to be reflected in the value of the Fund's foreign securities. However, the Manager will monitor for events that would materially affect the value of the Fund's foreign securities and the Committee will consider such available

information that it deems relevant and will determine a fair value for the affected foreign securities in accordance with valuation procedures. In addition, information from an external vendor or other sources may be used to adjust the foreign market closing prices of foreign equity securities to reflect what the Committee believes to be the fair value of the securities as of the close of the NYSE. Fair valuation of affected foreign equity securities may occur frequently based on an assessment that events which occur on a fairly regular basis (such as U.S. market movements) are significant. Such securities are categorized in Level 2 of the fair value hierarchy.

3. Investments in open-end investment companies, commingled, or other funds, other than ETFs, are valued at their NAV at the end of each business day and are categorized in Level 1 of the fair value hierarchy.
4. Short-term debt securities with original or remaining maturities of 60 days or less may be valued at amortized cost, provided that amortized cost represents the fair value of such securities.
5. Debt securities with maturities greater than 60 days are valued each business day by a pricing service (the Service) approved by the Board. The Service uses an evaluated mean between quoted bid and ask prices or the last sales price to value a security when, in the Service's judgment, these prices are readily available and are representative of the security's market value. For many securities, such prices are not readily available. The Service generally prices those securities based on methods which include consideration of yields or prices of securities of comparable quality, coupon, maturity, and type; indications as to values from dealers in securities; and general market conditions. Generally, debt securities are categorized in Level 2 of the fair value hierarchy; however, to the extent the valuations include significant unobservable inputs, the securities would be categorized in Level 3.
6. Repurchase agreements are valued at cost.
7. Futures are valued at the settlement price at the close of market on the principal exchange on which they are traded or, in the absence of any transactions that day, the settlement price on the prior trading

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date if it is within the spread between the closing bid and ask price closest to the last reported sale price.

8. Options are valued by a pricing service at the National Best Bid/Offer (NBBO) composite price, which is derived from the best available bid and ask price in all participating options exchanges determined to most closely reflect market value of the options at the time of computation of the Fund's NAV.
9. In the event that price quotations or valuations are not readily available, are not reflective of market value, or a significant event has been recognized in relation to a security or class of securities, the securities are valued in good faith by the Committee in accordance with valuation procedures approved by the Board. The effect of fair value pricing is that securities may not be priced on the basis of quotations from the primary market in which they are traded and the actual price realized from the sale of a security may differ materially from the fair value price. Valuing these securities at fair value is intended to cause the Fund's NAV to be more reliable than it otherwise would be.

Fair value methods used by the Manager include, but are not limited to, obtaining market quotations from secondary pricing services, broker-dealers, other pricing services, or widely used quotation systems. General factors considered in determining the fair value of securities include fundamental analytical data, the nature and duration of any restrictions on disposition of the securities, evaluation of credit quality, and an evaluation of the forces that influenced the market in which the securities are purchased and sold.

- B. **Fair value measurements** – Fair value is defined as the price 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. The three-level valuation hierarchy disclosed in the Portfolio of Investments is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. The three levels are defined as follows:

Level 1 – inputs to the valuation methodology are quoted prices (unadjusted) in active markets for identical securities.

Level 2 – inputs to the valuation methodology are other significant observable inputs, including quoted prices for similar securities, inputs that are observable for the securities, either directly or indirectly, and market-corroborated inputs such as market indexes.

Level 3 – inputs to the valuation methodology are unobservable and significant to the fair value measurement, including the Manager’s own assumptions in determining the fair value.

The inputs or methodologies used for valuing securities are not necessarily an indication of the risks associated with investing in those securities.

- C. **Derivative instruments and hedging activities** – The Fund may buy, sell, and enter into certain types of derivatives, including, but not limited to, futures contracts, options, and options on futures contracts, under circumstances in which such instruments are expected by the portfolio manager to aid in achieving the Fund’s investment objective. The Fund also may use derivatives in circumstances where the portfolio manager believes they offer an economical means of gaining exposure to a particular asset class or securities market or to keep cash on hand to meet shareholder redemptions or other needs while maintaining exposure to the market. With exchange-listed futures contracts and options, counterparty credit risk to the Fund is limited to the exchange’s clearinghouse which, as counterparty to all exchange-traded futures contracts and options, guarantees the transactions against default from the actual counterparty to the transaction. The Fund’s derivative agreements held at May 31, 2019, did not include master netting provisions.

**Futures contracts** – The Fund is subject to equity price risk, interest rate risk, and foreign currency exchange rate risk in the normal course of pursuing its investment objectives. The Fund may use futures contracts to gain exposure to, or hedge against, changes in the value of equities, interest rates, or foreign currencies. A futures contract represents a commitment for the future purchase or sale of an asset at a specified price on a specified date. Upon entering into such contracts, the Fund is required to deposit with the broker in either cash or securities an initial margin in an amount equal to a certain percentage of the contract

amount. Subsequent payments (variation margin) are made or received by the Fund each day, depending on the daily fluctuations in the value of the contract, and are recorded for financial statement purposes as unrealized gains or losses. When the contract is closed, the Fund records a realized gain or loss equal to the difference between the value of the contract at the time it was opened and the value at the time it was closed. Upon entering into such contracts, the Fund bears the risk of interest or exchange rates or securities prices moving unexpectedly in an unfavorable direction, in which case, the Fund may not achieve the anticipated benefits of the futures contracts.

**Fair Values of Derivative Instruments as of May 31, 2019\***  
(in thousands)

Asset (Liability) Derivatives					
Derivatives not accounted for as hedging instruments	Statement of Assets and Liabilities	Interest Rate	Equity	Foreign	Total
	Location	Contracts	Contracts	Exchange Contracts	
USAA Cornerstone Moderate Fund	Distributable earnings	\$(870)**	\$9**	\$-	\$(861)

\* For open derivative instruments as of May 31, 2019, see the Portfolio of Investments, which also is indicative of activity for the year ended May 31, 2019.

\*\* Includes cumulative appreciation/(depreciation) of futures as reported on the Portfolio of Investments. Only the variation margin from the last business day of the reporting period is reported within the Statement of Assets and Liabilities.

**The Effect of Derivative Instruments on the Statement of Operations for the year ended May 31, 2019 (in thousands)**

Net Realized Gain (Loss)					
Derivatives not accounted for as hedging instruments	Statement of Operations	Interest Rate	Equity	Foreign	Total
	Location	Contracts	Contracts	Exchange Contracts	
USAA Cornerstone Moderate Fund	Net realized gain (loss) on Futures transactions	\$(1,948)	\$(1,015)	\$-	\$(2,963)

Derivatives not accounted for as hedging instruments	Net Change in Unrealized Appreciation (Depreciation)				Total
	Statement of Operations Location	Interest Rate Contracts	Equity Contracts	Foreign Exchange Contracts	
USAA Cornerstone Moderate Fund	Change in net unrealized appreciation/ (depreciation) of Futures contracts	\$ (944)	\$ (640)	\$ –	\$ (1,584)

- D. **Investments in securities** – Securities transactions are accounted for as of the date the securities are purchased or sold (trade date). Gains or losses from sales of investment securities are computed on the identified cost basis. Dividend income, less foreign taxes, if any, is recorded on the ex-dividend date. If the ex-dividend date has passed, certain dividends from foreign securities are recorded upon notification. Interest income is recorded daily on the accrual basis. Premiums and discounts are amortized over the life of the respective securities, using the effective yield method for long-term securities and the straight-line method for short-term securities.
- E. **Federal taxes** – The Fund’s policy is to comply with the requirements of the Internal Revenue Code of 1986, as amended, applicable to regulated investment companies and to distribute substantially all of its taxable income and net capital gains, if any, to its shareholders. Therefore, no federal income tax provision is required.

For the year ended May 31, 2019, the Fund did not incur any income tax, interest, or penalties, and has recorded no liability for net unrecognized tax benefits relating to uncertain income tax positions. On an ongoing basis, the Manager will monitor the Fund’s tax basis to determine if adjustments to this conclusion are necessary. The statute of limitations on the Fund’s tax return filings generally remain open for the three preceding fiscal reporting year ends and remain subject to examination by the Internal Revenue Service and state taxing authorities.

- F. **Foreign taxation** – Foreign income and capital gains on some foreign securities may be subject to foreign taxes, which are reflected as a reduction to such income and realized gains. The Fund records a liability based on unrealized gains to provide for potential foreign taxes payable

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upon the sale of these securities. Foreign taxes have been provided for in accordance with the Fund's understanding of the applicable countries' prevailing tax rules and rates.

- G. **Foreign currency translations** – The Fund's assets may be invested in the securities of foreign issuers and may be traded in foreign currency. Since the Fund's accounting records are maintained in U.S. dollars, foreign currency amounts are translated into U.S. dollars on the following bases:
1. Purchases and sales of securities, income, and expenses at the exchange rate obtained from an independent pricing service on the respective dates of such transactions.
  2. Market value of securities, other assets, and liabilities at the exchange rate obtained from an independent pricing service on a daily basis.

The Fund does not isolate that portion of the results of operations resulting from changes in foreign exchange rates on investments from the fluctuations arising from changes in market prices of securities held. Such fluctuations are included with the net realized and unrealized gain or loss from investments.

Separately, net realized foreign currency gains/losses may arise from sales of foreign currency, currency gains/losses realized between the trade and settlement dates on security transactions, and from the difference between amounts of dividends, interest, and foreign withholding taxes recorded on the Fund's books and the U.S. dollar equivalent of the amounts received. At the end of the Fund's fiscal year, net realized foreign currency gains/losses are reclassified from accumulated net realized gains/losses to accumulated undistributed net investment income on the Statement of Assets and Liabilities, as such amounts are treated as ordinary income/loss for federal income tax purposes. Net unrealized foreign currency exchange gains/losses arise from changes in the value of assets and liabilities, other than investments in securities, resulting from changes in the exchange rate.

- H. **Securities purchased on a delayed-delivery or when-issued basis** – Delivery and payment for securities that have been purchased by the Fund on a delayed-delivery or when-issued basis or for delayed draws on loans can



take place a month or more after the trade date. During the period prior to settlement, these securities do not earn interest, are subject to market fluctuation, and may increase or decrease in value prior to their delivery. The Fund receives a commitment fee for delayed draws on loans. The Fund maintains segregated assets with a market value equal to or greater than the amount of its purchase commitments. The purchase of securities on a delayed-delivery or when-issued basis and delayed-draw loan commitments may increase the volatility of the Fund's NAV to the extent that the Fund makes such purchases and commitments while remaining substantially fully invested.

- I. **Indemnifications** – Under the Trust's organizational documents, its officers and trustees are indemnified against certain liabilities arising out of the performance of their duties to the Trust. In addition, in the normal course of business, the Trust enters into contracts that contain a variety of representations and warranties that provide general indemnifications. The Trust's maximum exposure under these arrangements is unknown, as this would involve future claims that may be made against the Trust that have not yet occurred. However, the Trust expects the risk of loss to be remote.
- J. **Use of estimates** – The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that may affect the reported amounts in the financial statements.

## **(2) LINE OF CREDIT**

The Fund participates, along with other funds of the Trust and USAA ETF Trust (together, the Trusts), in a joint, short-term, revolving, committed loan agreement of \$500 million with USAA Capital Corporation (CAPCO), an affiliate of the Manager. The purpose of the agreement is to provide temporary or emergency cash needs, including redemption requests that might otherwise require the untimely disposition of securities. Subject to availability (including usage of the facility by other funds of the Trusts), the Fund may borrow from CAPCO an amount up to 5% of the Fund's total assets at an interest rate based on the London Interbank Offered Rate (LIBOR), plus 100.0 basis points.

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The Trusts are also assessed facility fees by CAPCO in the amount of 14.0 basis points of the amount of the committed loan agreement. Prior to September 30, 2018, the maximum annual facility fee was 13.0 basis points of the amount of the committed loan agreement. The facility fees are allocated among the funds of the Trusts based on their respective average daily net assets for the period.

The Trusts may request an optional increase of the committed loan agreement from \$500 million up to \$750 million. If the Trusts increase the committed loan agreement, the assessed facility fee on the amount of the additional commitment will be 15.0 basis points.

For the year ended May 31, 2019, the Fund paid CAPCO facility fees of \$9,000, which represents 1.4% of the total fees paid to CAPCO by the funds of the Trusts. The Fund had no borrowings under this agreement during the year ended May 31, 2019. **Please refer to the Subsequent Event Note to the Financial Statements in this annual report for additional important information.**

### **(3) DISTRIBUTIONS**

The character of any distributions made during the year from net investment income or net realized gains is determined in accordance with federal tax regulations and may differ from those determined in accordance with U.S. generally accepted accounting principles. Also, due to the timing of distributions, the fiscal year in which amounts are distributed may differ from the year that the income or realized gains were recorded by the Fund.

During the current fiscal year, permanent differences between book-basis and tax-basis accounting for foreign currency, partnership basis, REIT return of capital dividend, REIT capital gain dividend, non-REIT return of capital dividend, distribution re-designations additional adjustments and prior period adjustments resulted in reclassifications to the Statement of Assets and Liabilities to decrease distributable earnings by less than \$500 and increase paid in capital by less than \$500. These reclassifications had no effect on net assets.

The tax character of distributions paid during the years ended May 31, 2019, and 2018, was as follows:

	<u>2019</u>	<u>2018</u>
Ordinary income*	\$34,450,000	\$35,085,000
Long-term realized capital gains	<u>22,595,000</u>	<u>42,648,000</u>
Total distributions paid	<u>\$57,045,000</u>	<u>\$77,733,000</u>

As of May 31, 2019, the components of net assets representing distributable earnings on a tax basis were as follows:

Undistributed ordinary income*	\$ 2,842,000
Accumulated capital and other losses	(5,660,000)
Unrealized appreciation of investments	10,368,000

\*Includes short-term realized capital gains, if any, which are taxable as ordinary income.

The difference between book-basis and tax-basis unrealized appreciation of investments is attributable to the tax deferral of losses on wash sales, REIT return of capital dividend, non-REIT return of capital dividend, futures contracts marked-to-market, hybrid interest accrual adjustment and partnership basis adjustments.

Distributions of net investment income are made quarterly. Distributions of realized gains from security transactions not offset by capital losses are made annually in the succeeding fiscal year or as otherwise required to avoid the payment of federal taxes.

At May 31, 2019, the Fund had no capital loss carryforwards, for federal income tax purposes. Net capital losses incurred after October 31, and within the taxable year are deemed to arise on the first business day of the Fund's next taxable year. For the year ended May 31, 2019, the Fund deferred to June 1, 2019, post October capital losses of \$5,660,000.

**Tax Basis of Investments** – At May 31, 2019, the aggregate cost of investments for federal income tax purposes and net unrealized appreciation/(depreciation) on investments are disclosed below:

<b>Fund</b>	<b>Tax Cost</b>	<b>Gross Unrealized Appreciation</b>	<b>Gross Unrealized Depreciation</b>	<b>Net Unrealized Appreciation/(Depreciation)</b>
USAA Cornerstone Moderate Fund	\$1,185,687,000	\$45,162,000	\$(34,785,000)	\$10,377,000

#### **(4) INVESTMENT TRANSACTIONS**

Cost of purchases and proceeds from sales/maturities of securities, excluding short-term securities, for the year ended May 31, 2019, were \$922,617,000 and \$923,719,000, respectively.

In accordance with affiliated transaction procedures approved by the Board, purchases and sales of security transactions were executed between the Fund and affiliated USAA Funds at the then-current market price with no brokerage commissions incurred. The affiliated transactions executed by the Fund, including short-term securities, during the year ended May 31, 2019 were as follows:

<b>Purchases</b>	<b>Sales</b>	<b>Net Realized Gain (Loss)</b>
\$366,000	\$–	\$–

#### **(5) SECURITIES LENDING**

The Fund, through a securities lending agreement with Citibank, N.A. (Citibank), may lend its securities to qualified financial institutions, such as certain broker-dealers, to earn additional income, net of income retained by Citibank. The borrowers are required to secure their loans continuously with collateral in an amount at least equal to 102% of the fair value of domestic securities and foreign government securities loaned and 105% of the fair value of foreign securities and all other securities loaned. Collateral may be cash, U.S. government securities, or other securities as permitted by SEC guidelines. Cash collateral may be invested in high-quality short-term investments. Collateral requirements are determined daily based on the value of the Fund's securities on loan as of the end of the prior business day. Loans are terminable upon demand and the borrower must return the loaned securities within the lesser of one standard settlement period or five business days. Risks relating to

securities-lending transactions include that the borrower may not provide additional collateral when required or return the securities when due, and that the value of the short-term investments will be less than the amount of cash collateral required to be returned to the borrower. The Fund's agreement with Citibank does not include master netting provisions. Non-cash collateral received by the Fund may not be sold or re-pledged except to satisfy borrower default. Cash collateral is listed in the Fund's Portfolio of Investments and Financial Statements while non-cash collateral is not included.

At May 31, 2019, the Fund's value of outstanding securities on loan and the value of collateral are as follows:

Value of securities on loan	Non-Cash Collateral	Cash collateral
\$33,500,000	\$-	\$34,434,000

## **(6) TRANSACTIONS WITH MANAGER**

**Management fees** – The Manager provides investment management services to the Fund pursuant to an Advisory Agreement. Under this agreement, the Manager is responsible for managing the business and affairs of the Fund, and for directly managing the day-to-day investment of the Fund's assets, subject to the authority of and supervision by the Board. The Manager is authorized to select (with approval of the Board and without shareholder approval) one or more subadvisers to manage the day-to-day investment of all or a portion of the Fund's assets. For the year ended May 31, 2019, the Fund had no subadviser(s).

The Fund's investment management fee is accrued daily and paid monthly at an annualized rate of 0.59% of the Fund's average daily net assets. For the year ended May 31, 2019, the Fund incurred management fees, paid or payable to the Manager, of \$6,856,000.

In addition, the Fund invests in affiliated USAA exchange-traded fund(s) (ETFs). The Fund's management fee is reimbursed by the Manager to the extent of the indirect management fee incurred through the Fund's proportional investment in the affiliated ETF(s). For the year ended May 31, 2019, the Fund's management fee was reimbursed by the Manager in an amount of \$6,000, of which less than \$500 was receivable from the

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Manager. **Please refer to the Subsequent Event Note to the Financial Statements in this annual report for additional important information.**

**Administration and servicing fees** – The Manager provides certain administration and servicing functions for the Fund. For such services, the Manager receives a fee accrued daily and paid monthly at an annualized rate of 0.15% of the Fund’s average daily net assets for the fiscal year. For the year ended May 31, 2019, the Fund incurred administration and servicing fees, paid or payable to the Manager, of \$1,743,000.

In addition to the services provided under its Administration and Servicing Agreement with the Fund, the Manager also provides certain compliance and legal services for the benefit of the Fund. The Board has approved the reimbursement of a portion of these expenses incurred by the Manager. For the year ended May 31, 2019, the Fund reimbursed the Manager \$7,000 for these compliance and legal services. These expenses are included in the professional fees on the Fund’s Statement of Operations. **Please refer to the Subsequent Event Note to the Financial Statements in this annual report for additional important information.**

**Expense limitation** – The Manager agreed, through September 30, 2019, to limit the total annual operating expenses of the Fund to 1.00% of its average daily net assets, excluding extraordinary expenses and before reductions of any expenses paid indirectly, and to reimburse the Fund for all expenses in excess of that amount. This expense limitation arrangement may not be changed or terminated through September 30, 2019, without approval of the Board, and may be changed or terminated by the Manager at any time after that date. For the year ended May 31, 2019, the Fund incurred reimbursable expenses of \$285,000, of which \$205,000 was receivable from the Manager, which includes affiliated ETF(s) management fee reimbursement expenses and receivables.

**Transfer agent’s fees** – SAS, an affiliate of the Manager, provides transfer agent services to the Fund based on an annual charge of \$23 per shareholder account plus out-of-pocket expenses. SAS pays a portion of these fees to certain intermediaries for the administration and servicing of accounts that are held with such intermediaries. For the year ended May 31, 2019, the Fund incurred transfer agent’s fees, paid or payable to SAS, of \$2,618,000.

**Please refer to the Subsequent Event Note to the Financial Statements in this annual report for additional important information.**

**Underwriting services** – USAA Investment Management Company provides exclusive underwriting and distribution of the Fund’s shares on a continuing best-efforts basis and receives no fee or other compensation for these services. **Please refer to the Subsequent Event Note to the Financial Statements in this annual report for additional important information.**

## **(7) TRANSACTIONS WITH AFFILIATES**

The Manager is indirectly wholly owned by USAA, a large, diversified financial services institution.

Certain trustees and officers of the Fund are also directors, officers, and/or employees of the Manager. None of the affiliated trustees or Fund officers received any compensation from the Fund. **Please refer to the Subsequent Event Note to the Financial Statements in this annual report for additional important information.**

## **(8) TRANSACTIONS WITH AFFILIATED FUNDS**

- A. **Share ownership** – The Fund does not invest in the affiliated USAA Funds for the purpose of exercising management or control; however, investments by the Fund may represent a significant portion of the affiliated USAA Funds’ net assets. The affiliated funds’ annual or semiannual reports may be viewed at [usaa.com](http://usaa.com). At May 31, 2019, the Fund owned the following percentages of the total outstanding shares of each of USAA Funds:

<b>Affiliated USAA Fund</b>	<b>Ownership %</b>
MSCI Emerging Markets Value Momentum Blend Index	1.3

**B. Transactions with affiliated funds** – The following table provides details related to the Fund’s investment in the underlying USAA Funds for the year ended May 31, 2019:

(\$ in 000s) Affiliated USAA Fund	Purchase Cost	Sales Proceeds	Dividend Income	Realized Gain (Loss)	Capital Gain Distributions	Change in Net	Market Value	
						Unrealized Appreciation/ Depreciation	5/31/18	5/31/19
MSCI Emerging Markets Value Momentum Blend Index ETF	\$569	\$–	\$48	\$–	\$–	\$(356)	\$1,974	\$2,187

## **(9) UPCOMING REGULATORY MATTERS**

In October 2016, the U.S. Securities and Exchange Commission (SEC) issued Final Rule Release No. 33-10233, *Investment Company Liquidity Risk Management Programs* (Liquidity Rule). The Liquidity Rule requires funds to establish a liquidity risk management program and enhances disclosures regarding funds’ liquidity. The requirements to implement a liquidity risk management program and establish a 15% illiquid investment limit became effective December 1, 2018. However, in February 2018, the SEC issued Release No. IC-33010, *Investment Company Liquidity Risk Management Programs; Commission Guidance for In-Kind ETFs*, which delayed certain requirements related to liquidity classification, highly liquid investment minimums, and board approval of the liquidity risk management programs to June 1, 2019.

## **(10) RECENT ACCOUNTING PRONOUNCEMENTS**

In August 2018, the SEC adopted amendments to Regulation S-X for investment companies governing the form and content of financial statements. The amendments to Regulation S-X took effect on November 5, 2018, and the financial statements have been modified accordingly, for the current and prior periods.

### **ASU 2018-13, Fair Value Measurement**

In August 2018, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2018-13, Fair Value Measurement (Topic 820). The amendments in the ASU impact disclosure requirements for



fair value measurement. ASU 2018-13 is effective for fiscal years beginning after December 15, 2019. Early adoption is permitted and can include the entire standard or certain provisions that exclude or amend disclosures. Management has elected to early adopt ASU 2018-13 effective with the current reporting period. The adoption of ASU 2018-13 guidance is limited to changes in the Fund's notes to financial statement disclosures regarding valuation method, fair value, and transfers between levels of the fair value hierarchy.

**ASU 2017-08, Premium Amortization of Purchased Callable Debt Securities**

In March 2017, the FASB issued ASU 2017-08, Premium Amortization of Purchased Callable Debt Securities. The amendments in the ASU shorten the premium amortization period on a purchased callable debt security from the security's contractual life to the earliest call date. ASU 2017-08 became effective for funds with fiscal years beginning after December 15, 2018. The Manager has determined the adoption of this standard has no significant impact on the financial statements and reporting disclosures of the Fund.

**(11) SUBSEQUENT EVENT NOTE**

As previously announced, and as discussed in Note 1 to the Financial Statements, effective July 1, 2019, AMCO, the prior investment adviser to the Fund, and SAS, the prior transfer agent to the Fund, were acquired by Victory Holdings. **Please see the supplement dated July 1, 2019 to the Fund's prospectus for additional important information.**

Effective July 1, 2019, Victory Capital is the new investment adviser and administrator to the USAA Mutual Funds; SAS was renamed Victory Capital Transfer Agency, Inc. Victory Capital Advisers, Inc. is the new distributor to the USAA Mutual Funds; Citi Fund Services of Ohio, Inc. serves as sub-administrator and sub-fund accountant for the USAA Mutual Funds; and FIS Investor Services LLC serve as sub-transfer agent and dividend disbursing agent for the USAA Mutual Funds. Effective August 5, 2019, Citibank, N.A. is the new custodian for the USAA Mutual Funds.

Effective July 1, 2019, the Trust will rely on an exemptive order granted to Victory Capital and its affiliated funds by the SEC in March 2019 permitting the use of a "manager-of-managers" structure for certain funds. Prior to that date, the Trust relied on a similar exemptive order granted by the SEC to the Trust and its affiliated persons. Under a manager of managers structure, the

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investment adviser may select (with approval of the Board and without shareholder approval) one or more subadvisers to manage the day-to-day investment of a fund's assets.

Effective July 1, 2019, under the investment advisory agreement with Victory Capital, which took effect on July 1, 2019, no performance adjustments will be made for periods beginning July 1, 2019, through June 30, 2020, and only performance beginning as of July 1, 2020, and thereafter will be utilized in calculating performance adjustments through June 30, 2020.

Effective July 1, 2019, the line of credit (as discussed in the Notes to the Financial Statements in this annual report) among the Trust, with respect to its Funds, and CAPCO terminated; the Trust, with respect to its Funds, along with series of Victory Portfolios, Victory Portfolios II and Victory Variable Insurance Funds, entered into a 364 day committed credit facility and a 364 day uncommitted, demand credit facility, with Citibank, N.A. (Citibank). Each such credit facility may be renewed if so agreed by the parties. Under the agreement with Citibank, the Funds may borrow up to \$600 million, of which \$300 million is committed and \$300 million is uncommitted. Of this amount, \$40 million of the line of credit is reserved for use by the Victory Floating Rate Fund (a series of Victory Portfolios), with that Fund paying the related commitment fees for that amount. The purpose of the agreement is to meet temporary or emergency cash needs, including redemption requests that might otherwise require the untimely disposition of securities. Citibank receives an annual commitment fee of 0.15%. Each Fund pays a pro-rata portion of this commitment fee plus any interest on amounts borrowed.

Effective July 1, 2019, the Trust will rely on an exemptive order granted to Victory Capital and its affiliated funds by the SEC in March 2017 (the IFL Order), permitting the establishment and operation of an Interfund Lending Facility (the Facility). The Facility allows each Fund to directly lend and borrow money to or from certain other affiliated Funds relying upon the IFL Order at rates beneficial to both the borrowing and lending funds. Advances under the Facility are allowed for temporary or emergency purposes, including the meeting of redemption requests that are subject to each Fund's borrowing restrictions. The interfund loan rate is determined, as specified in the IFL Order, by averaging the current repurchase agreement rate and the current bank loan rate.

# FINANCIAL HIGHLIGHTS

Per share operating performance for a share outstanding throughout each period is as follows:

	Year Ended May 31,				
	2019	2018	2017	2016	2015
Net asset value at beginning of period	\$ 14.83	\$ 15.05	\$ 14.01	\$ 15.43	\$ 15.46
Income (loss) from investment operations:					
Net investment income	.30	.26	.31	.39	.37
Net realized and unrealized gain (loss)	(.31)	.55	1.06	(1.15)	.10
Total from investment operations	(.01)	.81	1.37	(.76)	.47
Less distributions from:					
Net investment income	(.29)	(.26)	(.33)	(.38)	(.38)
Realized capital gains	(.42)	(.77)	—	(.28)	(.12)
Total distributions	(.71)	(1.03)	(.33)	(.66)	(.50)
Net asset value at end of period	\$ 14.11	\$ 14.83	\$ 15.05	\$ 14.01	\$ 15.43
Total return (%)*	.13	5.42	9.91	(4.89)	3.10
Net assets at end of period (000)	\$1,163,374	\$1,184,032	\$1,119,494	\$1,057,659	\$1,150,798
Ratios to average daily net assets:**					
Expenses (%) <sup>(a)</sup>	1.00	1.00	1.00	1.00	1.00
Expenses, excluding reimbursements (%) <sup>(a)</sup>	1.02	1.03	1.10	1.16	1.19
Net investment income (%)	2.10	1.73	2.14	2.72	2.46
Portfolio turnover (%)	81 <sup>(c)</sup>	51	66	70 <sup>(b)</sup>	44

\* Assumes reinvestment of all net investment income and realized capital gain distributions, if any, during the period. Includes adjustments in accordance with U.S. generally accepted accounting principles and could differ from the Lipper reported return. Total returns for periods of less than one year are not annualized.

\*\* For the year ended May 31, 2019, average daily net assets were \$1,162,164,000.

(a) Does not include acquired fund fees, if any.

(b) Reflects increased trading activity due to changes in asset allocation strategies.

(c) Reflects increased trading activity due to usage of quantitative investment strategies.

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## EXPENSE EXAMPLE

May 31, 2019 (unaudited)

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### EXAMPLE

As a shareholder of the Fund, you incur two types of costs: direct costs, such as wire fees, redemption fees, and low balance fees; and indirect costs, including management fees, transfer agency fees, and other Fund operating expenses. This example is intended to help you understand your indirect costs, also referred to as “ongoing costs” (in dollars), of investing in the Fund and to compare these costs with the ongoing costs of investing in other mutual funds.

The example is based on an investment of \$1,000 invested at the beginning of the period and held for the entire six-month period of December 1, 2018, through May 31, 2019.

### ACTUAL EXPENSES

The line labeled “actual” in the table provides information about actual account values and actual expenses. You may use the information in this line, together with the amount you invested at the beginning of the period, to estimate the expenses that you paid over the period. Simply divide your account value by \$1,000 (for example, an \$8,600 account value divided by \$1,000 = 8.6), then multiply the result by the number in the “actual” line under the heading “Expenses Paid During Period” to estimate the expenses you paid on your account during this period.

### HYPOTHETICAL EXAMPLE FOR COMPARISON PURPOSES

The line labeled “hypothetical” in the table provides information about hypothetical account values and hypothetical expenses based on the Fund’s actual expense ratio and an assumed rate of return of 5% per year before expenses, which is not the Fund’s actual return. The hypothetical account values and expenses may not be used to estimate the actual ending account balance or expenses you paid for the period. You may use this information to

compare the ongoing costs of investing in the Fund and other funds. To do so, compare this 5% hypothetical example with the 5% hypothetical examples that appear in the shareholder reports of other funds.

Please note that the expenses shown in the table are meant to highlight your ongoing costs only and do not reflect any direct costs, such as wire fees, redemption fees, or low balance fees. Therefore, the line labeled “hypothetical” is useful in comparing ongoing costs only, and will not help you determine the relative total costs of owning different funds. In addition, if these direct costs were included, your costs would have been higher.

	Beginning Account Value December 1, 2018	Ending Account Value May 31, 2019	Expenses Paid During Period* December 1, 2018 – May 31, 2019
Actual	\$1,000.00	\$1,030.00	\$5.06
Hypothetical (5% return before expenses)	1,000.00	1,019.95	5.04

\*Expenses are equal to the Fund’s annualized expense ratio of 1.00%, which is net of any reimbursements and expenses paid indirectly, multiplied by the average account value over the period, multiplied by 182 days/365 days (to reflect the one-half-year period). The Fund’s actual ending account value is based on its actual total return of 3.00% for the six-month period of December 1, 2018, through May 31, 2019.

# ADVISORY AGREEMENT(S)

(between the Trust and Victory Capital Management Inc.)

May 31, 2019

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The following disclosure relates to the approval of the (i) new investment advisory agreement between the Trust and Victory Capital and (ii) new investment subadvisory agreements between certain subadvisers and Victory Capital, which became effective on July 1, 2019. **Please refer to the Subsequent Event Note to the Financial Statements in this annual report for additional important information.**

At an in-person meeting held on January 15, 2019, the USAA Mutual Funds Trust's ("Trust") Board of Trustees ("Board"), including those Trustees who are not parties to any investment advisory or management agreement between USAA Asset Management Company ("AMCO") and the Trust ("Existing Management Agreements") or the new Investment Advisory Agreement between the Trust and Victory Capital Management Inc. ("Victory Capital") (the "New Advisory Agreement") or "interested persons" (as that term is defined in the Investment Company Act of 1940 Act, as amended ("1940 Act")) of such parties or the Trust (the "Independent Trustees"), considered and unanimously approved the New Advisory Agreement between the Trust, on behalf of each of its series (each a "Fund" and together the "Funds"), and Victory Capital, and, as applicable, new Investment Subadvisory Agreements between Victory Capital and each investment subadviser ("New Subadvisory Agreements," and together with the New Advisory Agreement, the "New Agreements"), as listed below. The Board also determined to recommend that shareholders of each Fund approve the New Advisory Agreement. Shareholder approval is not required for the New Subadvisory Agreements. The Independent Trustees reviewed the proposed approval of the New Agreements in private sessions with their independent legal counsel at which no representatives of Victory Capital or AMCO were present.

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## **BACKGROUND FOR THE BOARD APPROVALS**

At a telephonic meeting of the Board held on November 5, 2018, representatives of USAA and AMCO informed the Board that USAA's subsidiary, USAA Investment Corporation, would enter into a stock purchase agreement with Victory Capital Holdings, Inc. ("Victory Holdings") pursuant to which Victory Holdings would acquire all of the outstanding stock of AMCO and USAA Transfer Agency Company d/b/a USAA Shareholder Account Services ("USAA Transfer Agent") (the "Transaction"). The Independent Trustees were advised that the Transaction, if completed, would constitute an "assignment" (as that term is defined in Section 2(a)(4) of the 1940 Act) and result in the automatic termination of the Existing Management Agreements ("Change of Control Event"). The Independent Trustees also were advised that it was proposed that Victory Capital, a subsidiary of Victory Holdings, would serve as the investment adviser to each Fund after the closing of the Transaction ("Post-Transaction") and that the Board would be asked to consider approval of the terms and conditions of the New Advisory Agreement with Victory Capital and thereafter to submit the New Advisory Agreement to each Fund's shareholders for approval. Because the Change of Control Event also would result in the termination of each existing subadvisory agreement between AMCO and the subadvisers to the Funds ("Existing Subadvisory Agreements"), the Independent Trustees were advised that the Board would also be asked to approve the New Subadvisory Agreements.

In anticipation of the Transaction, the Trustees met at a series of subsequent in-person meetings on November 27-28, 2018, January 7-8, 2019, and January 14-15, 2019, which included meetings of the full Board and separate meetings of the Independent Trustees for the purposes of considering, among other things: whether it would be in the best interests of each Fund and its respective shareholders to approve the New Agreements; and the anticipated impacts of the Transaction on the Funds and their shareholders (each, a "Meeting"). During each of these Meetings, the Board sought additional and clarifying information as it deemed necessary or appropriate. In this connection, the Independent Trustees worked with their independent

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legal counsel to prepare formal due diligence requests (the “Diligence Requests”) that were submitted to Victory Capital, Victory Capital Advisers, Inc. (“VCA”), and the subadvisers. The Diligence Requests sought information relevant to the Board’s consideration of the New Advisory Agreement, the New Subadvisory Agreements, distribution arrangements, and other anticipated impacts of the Transaction on the Funds and their shareholders. Victory Capital, VCA, and the subadvisers provided documents and information in response to the Diligence Requests (the “Response Materials”). Following their review of the Response Materials, the Independent Trustees submitted a supplemental due diligence request for additional and clarifying information (the “Supplemental Diligence Request”) to Victory Capital and VCA. Victory Capital and VCA provided further information in response to the Supplemental Diligence Request, which the Board reviewed. Senior management representatives of Victory Capital and/or AMCO participated in a portion of each Meeting and addressed various questions raised by the Board. Throughout the process, the Independent Trustees were assisted by their independent legal counsel and counsel to the Funds, who advised them on, among other things, their duties and obligations relating to their consideration of the New Agreements.

The Board’s evaluation of the New Agreements reflected the information provided specifically in connection with its review of the New Agreements, as well as, where relevant, information that was previously furnished to the Board in connection with the then-most recent renewal of the Existing Management Agreements and Existing Subadvisory Agreements at an in-person meeting of the Board on April 18, 2018 (the “2018 15(c) Meeting”) and at other subsequent Board meetings in 2018. The Board’s evaluation of the New Agreements also reflected the knowledge gained as Board members of the Funds with respect to services provided by AMCO, its affiliates, and each subadviser to the Funds.

The Board’s approvals and recommendations were based on its determination, within its business judgment, that it would be in the best interests of each Fund and its respective shareholders, for Victory Capital and, as applicable, the subadvisers, to provide investment advisory, investment subadvisory, and related services to the Funds, following the closing of the Transaction.



## **FACTORS CONSIDERED IN APPROVING THE NEW ADVISORY AGREEMENT**

In connection with the Board's consideration of the New Advisory Agreement, Victory Capital and AMCO advised the Board about a variety of matters, including the following:

- The nature, extent, and quality of the services to be provided to the Funds by Victory Capital Post-Transaction are expected to be of at least the same level as the services currently provided to the Funds by AMCO.
- Victory Capital's stated commitment to maintaining and enhancing the USAA member/USAA Fund shareholder experience, including creating a dedicated USAA Fund sales and client service call center that will provide ongoing client service and advice to existing and new USAA members.
- Victory Capital proposes to: (1) replace the underlying indexes for the USAA Extended Market Index Fund and USAA S&P 500 Index Fund with indexes designed to provide shareholders with comparable exposure and investment outcomes; (2) change the USAA Extended Market Index Fund's and USAA S&P 500 Index Fund's investment objectives and strategies in light of the changes to their underlying indexes; and (3) change the name of the USAA S&P 500 Index Fund to the USAA 500 Index Fund.
- Victory Capital does not propose changes to the investment objective(s) of any other Funds. Although the investment processes used by Victory Capital's portfolio managers may differ from those used by AMCO's portfolio managers or, if applicable, any subadviser's portfolio managers, such differences are not currently expected to result in changes to the principal investment strategies or principal investment risks of the Funds.
- The New Advisory Agreement does not change any Fund's advisory fee rate or the computation method for calculating such fees (except that Victory Capital, subject to Board approval, may in the future use a single designated share class to calculate the performance adjustment).

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For at least two years after the Transaction closes, Victory Capital has agreed to waive fees and/or reimburse expenses so that each Fund's annual expense ratio (excluding certain customary items) does not exceed the levels reflected in each Fund's most recent audited financial statements at the time the Transaction closes (or the levels of AMCO's then-current expense caps, if applicable), excluding the impact of any performance adjustment to the Fund's advisory fee.

- The portfolio managers at AMCO that manage the Fixed Income Funds<sup>1</sup> as well as the USAA's Global Multi-Asset team servicing the Cornerstone Funds<sup>2</sup>, Target Retirement Funds<sup>3</sup>, Global Managed Volatility Fund, Managed Allocation Fund, and Target Managed Allocation Fund, are expected to continue to do so Post-Transaction as employees of Victory Capital, if they choose to become employees of Victory Capital. Post-Transaction, the investment teams for the Funds, other than the Fixed Income Funds, will be replaced or augmented.
- With the exception of the USAA S&P 500 Index Fund, USAA Extended Market Index Fund, and USAA Nasdaq-100 Index Fund, which will be advised by Victory Capital through its Victory Solutions platform, Victory Capital proposes that the same subadvisers be retained Post-Transaction, although Victory Capital may change the allocation to a particular subadviser Post-Transaction. No changes are expected to the portfolio managers of the subadvisers who will serve as subadvisers Post-Transaction.

<sup>1</sup>The Fixed Income Funds include the following Funds: California Bond Fund, Government Securities Fund, High Income Fund, Income Fund, Intermediate-Term Bond Fund, Tax Exempt Intermediate-Term Fund, Tax Exempt Long-Term Fund, New York Bond Fund, Short-Term Bond Fund, Tax Exempt Short-Term Fund, Ultra Short-Term Bond Fund, Virginia Bond Fund, Money Market Fund, Tax Exempt Money Market Fund and Treasury Money Market Trust.

<sup>2</sup>The Cornerstone Funds include the following Funds: Cornerstone Aggressive Fund, Cornerstone Conservative Fund, Cornerstone Equity Fund, Cornerstone Moderate Fund, Cornerstone Moderately Aggressive Fund, and Cornerstone Moderately Conservative Fund.

<sup>3</sup>The Target Retirement Funds include the following Funds: Target Retirement 2020 Fund, Target Retirement 2030 Fund, Target Retirement 2040 Fund, Target Retirement 2050 Fund, Target Retirement 2060 Fund, and Target Retirement Income Fund.

- VCA's distribution capabilities, including its significant network of intermediary relationships, which may provide additional opportunities for the Funds to grow assets and lower fees and expenses through increased economies of scale.
- The experience of Victory Capital in acquiring and integrating investments in investment management companies and its plans to transition and integrate AMCO's and USAA Transfer Agent's businesses to Victory Capital. Victory Capital and USAA expect to enter into a transition services agreement under which USAA will continue to provide Victory Capital with certain services that are currently provided by USAA to AMCO and the USAA Transfer Agent for a specified period of time after the closing of the Transaction to assist Victory Capital in transitioning the USAA member distribution channel and member support services.
- Pursuant to a transitional trademark license agreement with USAA, Victory Capital and the Funds will have a non-exclusive license, subject to certain restrictions and limitations, to continue using certain licensed marks including "USAA," "United Services Automobile Association," and the USAA Logo in connection with their asset management and transfer agency businesses for a period of three years following the closing of the Transaction, which agreement may thereafter be extended for an additional year.
- The support expressed by the current senior management team at AMCO for the Transaction and AMCO's recommendation that the Board approve the New Agreements.
- The commitments of Victory Capital and AMCO to bear all of the direct expenses of the Transaction, including all legal costs and costs associated with the proxy solicitation, regardless of whether the Transaction is consummated.

In addition to the matters noted above, in their deliberations regarding approval of the New Advisory Agreement, the Board considered the factors discussed below, among others.

**The nature, extent, and quality of services expected to be provided by Victory Capital**

– The Board considered information provided by Victory Capital regarding its investment philosophy, investment management capabilities, business and operating structure, scale of operations, leadership and reputation, distribution capabilities, and financial condition. The Board also considered the capabilities, resources, and personnel of Victory Capital, including senior and other personnel of AMCO who had been extended offers to join Victory Capital, in order to determine whether Victory Capital is capable of providing the same level of investment management services currently provided to each Fund, and also considered the transition and integration plans to move management of the Funds to Victory Capital. The Board recognized that the AMCO personnel who had been extended offers may not accept such offers and personnel changes may occur in the future in the ordinary course. The Board considered the resources and infrastructure that Victory Capital intends to devote to its compliance program to ensure compliance with applicable laws and regulations, as well as Victory Capital’s commitment to those programs. The Board also considered the resources that Victory Capital has devoted to its risk management program and cybersecurity program. The Board also reviewed information provided by Victory Capital related to its business, legal, and regulatory affairs. This review considered the resources available to Victory Capital to provide the services specified under the New Advisory Agreement. The Board considered Victory Capital’s financial condition, including the financing of the Transaction, and noted that Victory Capital is expected to be able to provide a high level of service to the Funds and continuously invest and re-invest in its business.

The Board considered that, while it was proposed that Victory Capital would become the investment adviser to the Funds, the same portfolio managers at AMCO that manage the Fixed Income Funds, as well as USAA’s Global Multi-Asset team servicing the Cornerstone Funds, Target Retirement Funds (including Target Managed Allocation Fund), Global Managed Volatility Fund, and Managed Allocation Fund, are expected to continue to do so after the Transaction as employees of Victory Capital, if they choose to become employees of Victory Capital. The Board determined that it had considered the qualifications of the portfolio managers at AMCO and the subadvisers at its 2018 15(c) Meeting. The Board considered the professional experience,

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education, affiliations and/or other credentials or qualifications of the anticipated portfolio managers at Victory Capital that would manage the Equity Funds<sup>4</sup>, Cornerstone Funds, and Target Retirement Funds. The Board noted that the Equity Funds or portions of Equity Funds currently managed by AMCO would be replaced with portfolio managers from Victory Capital.

The Board considered that certain Funds would continue to operate in a manager-of-managers structure Post-Transaction. The Board considered that Victory Capital's experience in allocating assets to, and overseeing the advisory services of, its investment franchises and the Victory Solutions platform, was similar to AMCO's role in allocating assets to and overseeing the advisory services provided by the subadvisers.

The Board considered that the terms and conditions of the New Advisory Agreement are substantially similar to the terms and conditions of the Existing Management Agreements. The Board also considered that the New Subadvisory Agreements are substantially similar to the terms and conditions of the Existing Subadvisory Agreements and that no changes were proposed to the allocation of responsibilities as between Victory Capital and any subadviser, except to the extent that under the New Subadvisory Agreements each subadviser would be responsible for voting proxies with respect to assets allocated to that subadviser, while AMCO currently votes all Fund proxies. The Board considered that Victory Capital also would provide certain administrative, fund accounting, and shareholder servicing services under a separate administration agreement with the Funds. In this connection, the Board considered information on Victory Capital's use of third-party service providers to provide certain sub-administration and sub-accounting services to the Funds.

After review of these and other considerations, the Board concluded that Victory Capital will be capable of providing investment advisory services of the same high quality as the investment advisory services provided to the Funds by AMCO, and that these services are appropriate in nature and extent in light of the Funds' operations and investor needs.

<sup>4</sup>The Equity Funds include the following Funds: Aggressive Growth Fund, Growth & Income Fund, Income Stock Fund, Global Equity Income Fund, and Precious Metals and Minerals Fund.

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**Performance of the Funds** – With respect to the performance of the Funds, the Board considered its review at the 2018 15(c) Meeting of peer group and benchmark investment performance comparison data relating to each Fund and, if applicable, each subadvisor’s performance record for similar accounts. The Board considered that information reviewed at the 2018 15(c) Meeting may be more relevant for those Funds that would retain their current portfolio managers or subadvisers. With respect to the Funds whose portfolio managers would be replaced, the Board considered the performance of funds sponsored and managed by Victory Capital (“Victory Funds”) with similar investment objectives and strategies managed by the portfolio managers who would manage the Funds. Based on information presented to the Board at the Meetings and its discussions with Victory Capital, the Board concluded that Victory Capital is capable of generating a level of long-term investment performance that is appropriate in light of each Fund’s investment objectives, strategies and restrictions.

**Fees to be paid to Victory Capital and expenses of the Funds** – The Board considered that it had reviewed each Fund’s existing advisory fee rate and computation method for calculating such fees at the 2018 15(c) Meeting. The Board considered that the New Advisory Agreement does not change any Fund’s advisory fee rate or the computation method for calculating such fees, except that Victory Capital, subject to Board approval, may in the future use a single designated share class to calculate the performance adjustment and apply the resulting performance adjustment across each other class of shares of the Fund. The Board considered that the use of a single designated class to calculate the performance adjustment for each other class of shares of the Fund could mean that shareholders of a class other than the class used to measure the performance adjustment may pay a performance adjustment that is higher or lower than if the adjustment were calculated on a class by class basis, primarily due to the impact of differences in the fees and expenses between share classes on performance. The Board considered that the New Advisory Agreement stipulates that the period for measuring performance for calculating a Fund’s performance adjustment begins on the date that Victory Capital begins managing the Fund; therefore, no performance adjustments will be made for the first twelve months of the New Advisory Agreement, consistent with applicable regulations. The Board also considered Victory Capital’s contractual commitment under the expense limitation

agreement (“ELA”) to waive fees and/or reimburse expenses for at least two years after the closing of the Transaction, so that each Fund’s annual expense ratio (excluding acquired fund fees and expenses, any performance adjustment to a Fund’s advisory fee, interest, taxes, brokerage commissions, other expenditures which are capitalized in accordance with generally accepted accounting principles, and other extraordinary expenses not incurred in the ordinary course of such Fund’s business) does not exceed the levels reflected in each Fund’s most recent audited financial statements at the time the Transaction closes (or the levels of AMCO’s then-current expense caps, if applicable), excluding the impact of any performance adjustment to a Fund’s advisory fee. The Board considered that the ELA permits Victory Capital to recoup advisory fees waived and expenses reimbursed for up to three years after the fiscal year in which the waiver or reimbursement took place, subject to the lesser of any operating expense limitation in effect at the time of: (1) the original waiver or expense reimbursement; or (2) recoupment. The Board also considered that Victory Capital and AMCO had represented to the Board that they will use their best efforts to ensure that they and their respective affiliates do not take any action that imposes an “unfair burden” on the Funds as a result of the Transaction or as a result of any express or implied terms, conditions or understandings applicable to the Change of Control Event, for so long as the requirements of Section 15(f) of the 1940 Act apply. The Board also considered a comparison of the proposed advisory fees to be paid by each Fund to the advisory fees paid by funds and other accounts managed by Victory Capital deemed to be comparable to the Fund in terms of investment objectives and strategies. The Board considered that, with few exceptions, mostly involving weighted average fees for separate accounts, the advisory fees to be paid by the Funds were lower than the fees paid by these other funds and accounts. The Board concluded that the retention of Victory Capital was unlikely to impose an unfair burden on the Funds because, after the Transaction, none of AMCO, Victory Capital, VCA, or any of their respective affiliates, would be entitled to receive any compensation directly or indirectly (i) from any person in connection with the purchase or sale of securities or other property to, from, or on behalf of the Funds (other than ordinary fees for bona fide principal underwriting services), or (ii) from the Funds or their shareholders for other than bona fide investment advisory or other services. Based on its review, the Board determined, with respect to each Fund, that Victory Capital’s advisory fee is fair and reasonable.

**The extent to which Victory Capital may realize economies of scale as the Funds grow larger and whether fee levels reflect these economies of scale for the benefit of Fund shareholders** –

The Board considered potential or anticipated economies of scale in relation to the services Victory Capital would provide to each Fund. The Board considered that the New Advisory Agreement includes the same advisory fee breakpoints for the same Funds as the Existing Advisory Agreements. The Board also considered that Victory Capital has contractually agreed to cap the Funds' annual operating expense ratios, pursuant to the ELA, which will remain in effect for at least two years from the closing of the Transaction, and may be extended. The Board also considered Victory Capital's representation that the significant increase in its assets under management Post-Transaction may reasonably be expected to enable the new combined firm to reach greater economies of scale in a shorter time frame. The Board noted that it will have the opportunity to periodically re-examine whether a Fund or the Trust has achieved economies of scale, and the appropriateness of investment advisory and administrative fees payable to Victory Capital, in the future.

**The profits to be realized by Victory Capital and its affiliates from their relationship with the Trust** –

The Board considered the benefits Victory Capital and its affiliates may derive from their relationship with the Funds, including compensation to be paid to Victory Capital for the provision of certain administrative, fund accounting and shareholder services to the Funds and compensation to be paid to USAA Transfer Agent for the provision of transfer agency services to the Funds. The Board considered the significant investments Victory Capital expected to make to support and grow the USAA member channel and the costs to integrate the USAA Fund business into Victory Capital. The Board also considered Victory Capital's profitability report presented to the board of trustees of the Victory Funds in connection with their most recent 15(c) process. The Board considered Victory Capital's representation that the fully integrated USAA Fund business, including investments to support ongoing growth, was expected to have an overall marginally positive impact on Victory Capital's overall financial profitability. The Board noted the difficulty of accurately projecting profitability under the current circumstance and noted that it would have the opportunity to give further consideration to Victory Capital's profitability with respect to the Funds at the end of the initial two-year term of the New Advisory Agreement.



**Fall-Out and other benefits to Victory Capital and its affiliates** – The Board considered the possible fall-out benefits and other types of benefits that may accrue to Victory Capital and its affiliates. The Board noted that the Transaction provides Victory Capital and its affiliates the opportunity to deliver investment products and services to USAA's direct member-based channel. The Board also considered that Victory Capital may derive reputational and other benefits from its ability to use "USAA" and related names in connection with operating and marketing the Funds. The Board considered that the Transaction, if completed, would significantly increase Victory Capital's assets under management and expand Victory Capital's investment capabilities. This increased size and diversification could facilitate Victory Capital's continued investment in its business and products, which Victory Capital would be able to leverage across a broader base of assets. Victory Capital also would be able to use trading commission credits from the Funds' transactions in securities to "purchase" third party research and execution services to support its investment process. Based on its review, the Board determined that any "fall-out" benefits and other types of benefits that may accrue to Victory Capital are fair and reasonable.

**Conclusions** – Based on the foregoing and other relevant considerations, at the Meeting of the Board held on January 15, 2019, the Board, including a majority of the Independent Trustees, acting within its business judgment, (1) concluded that the terms of the New Advisory Agreement are fair and reasonable and that approval of the New Advisory Agreement is in the best interests of each Fund and its respective shareholders, (2) voted to approve the New Advisory Agreement, and (3) voted to recommend approval of the New Advisory Agreement by shareholders of the Funds. The Board evaluated all information available to it on a Fund-by-Fund basis and its determinations were made separately in respect of each Fund. The Board noted some factors may have been more or less important with respect to any particular Fund and that no one factor was determinative of its decisions which, instead, were premised upon the totality of factors considered. In this connection, the Board also noted that different Board members likely placed emphasis on different factors in reaching their individual conclusions to vote in favor of the New Advisory Agreement and to recommend approval of the New Advisory Agreement by shareholders of the Funds.

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## **FACTORS CONSIDERED IN APPROVING THE NEW SUBADVISORY AGREEMENTS**

In approving the New Subadvisory Agreements with each of Barrow, Hanley, Mewhinney & Strauss, LLC, Brandes Investment Partners, L.P., ClariVest Asset Management LLC, Epoch Investment Partners, Inc., Granahan Investment Management, Inc., Lazard Asset Management LLC, Loomis, Sayles & Company LP, Massachusetts Financial Services Company, Northern Trust Investments, Inc., QS Investors, LLC, The Renaissance Group LLP and Wellington Management Company LLP (each, a “Subadviser” and together the “Subadvisers”) with respect to the applicable Funds, the Board considered various factors, among them: (i) the nature, extent, and quality of services to be provided to the applicable Funds by the Subadvisers; (ii) each Subadviser’s compensation and any other benefits derived from the subadvisory relationship; (iii) comparisons, to the extent applicable, of subadvisory fees and performance to comparable investment companies; and (iv) the terms of each New Subadvisory Agreement. The Board’s evaluation of the New Subadvisory Agreements reflected the information provided specifically in connection with its review of the New Subadvisory Agreements, as well as, where relevant, information that was previously furnished to the Board in connection with the most recent renewal of the Existing Subadvisory Agreements at the 2018 15(c) meeting and at other subsequent Board meetings in 2018. A summary of the Board’s analysis of these factors is set forth below. After full consideration of a variety of factors, the Board, including the Independent Trustees, voted to approve each New Subadvisory Agreement. In approving each New Subadvisory Agreement, the Board did not identify any single factor as controlling, and each Trustee may have attributed different weights to various factors. The Independent Trustees reviewed the proposed approval of the New Subadvisory Agreements in private sessions with their independent legal counsel at which no representatives of Victory Capital or AMCO were present.

**The nature, extent, and quality of services expected to be provided by the Subadvisers** – The Board considered information provided to them regarding the services to be provided by each Subadviser, including information

presented periodically throughout the previous year. The Board considered each Subadviser's level of knowledge and investment style. The Board reviewed the experience and credentials of the investment personnel who are responsible for managing the investment of portfolio securities with respect to each applicable Fund and each Subadviser's level of staffing. The Board also noted each Subadviser's brokerage practices. The Board also considered each Subadviser's regulatory and compliance history. The Board also took into account each Subadviser's risk management processes. The Board noted that AMCO's monitoring processes of each Subadviser include, and Victory Capital's expected monitoring processes of each Subadviser would include, among others: (i) regular telephonic meetings to discuss, among other matters, investment strategies and to review portfolio performance; (ii) monthly portfolio compliance checklists and quarterly compliance certifications to the Board; and (iii) due diligence visits to each Subadviser. The Board also considered that the terms and conditions of the New Subadvisory Agreements are substantially similar to the terms and conditions of the Existing Subadvisory Agreements.

**Subadviser Compensation** – The Board took into account the financial condition of each Subadviser. In considering the cost of services to be provided by each Subadviser and the profitability to that Subadviser of its relationship with the applicable Fund, the Board noted that the fees under the New Subadvisory Agreements will be paid by Victory Capital. The Board also relied on the ability of AMCO to negotiate each Existing Subadvisory Agreement and the fees thereunder at arm's length. The Board considered that the fee rate to be payable under each New Subadvisory Agreement were proposed to be identical to the fee rate currently payable under each corresponding Existing Subadvisory Agreement. For the above reasons, the Board determined that the expected profitability of each Subadviser from its relationship with the applicable Fund was not a material factor in its deliberations with respect to the consideration of the approval of each New Subadvisory Agreement. For similar reasons, the Board concluded that the potential for economies of scale in each Subadviser's management of the applicable Fund was not a material factor in considering each New Subadvisory Agreement, although the Board noted that certain New Subadvisory Agreements contain breakpoints in their fee schedules.

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**Subadvisory Fees and Fund Performance** – The Board previously compared the subadvisory fees for each applicable Fund with the fees that each Subadviser charges comparable clients, as applicable. The Board considered that each applicable Fund will pay a management fee to Victory Capital and that, in turn, Victory Capital will pay a subadvisory fee to each Subadviser. At the 2018 15(c) meeting, the Board considered, among other data, each applicable Fund’s performance over shorter and longer term periods, as compared to each Fund’s respective peer group and noted that the Board reviews at its regularly scheduled meetings information about each Fund’s performance results. The Board considered Victory Capital’s capabilities with respect to monitoring the performance, investment style and risk-adjusted performance of each Subadviser. The Board also noted each Subadviser’s performance record for similar accounts, as applicable.

**Conclusions** – The Board reached the following conclusions regarding each New Subadvisory Agreement, among others: (i) each Subadviser is qualified to manage the applicable Fund’s assets in accordance with its investment objective and policies; (ii) each Subadviser maintains an appropriate compliance program; (iii) the performance of each applicable Fund is reasonable in relation to the performance of funds with similar investment objectives and to relevant indices in view of the Fund’s investment approach and Victory Capital is expected to appropriately monitor each Fund’s performance; and (iv) each Fund’s advisory expenses are reasonable in relation to those of similar funds and to the services to be provided by Victory Capital and each Subadviser. Based on its conclusions, the Board determined that the approval of each New Subadvisory Agreement with respect to each applicable Fund would be in the best interests of the Fund and its shareholders.

# ADVISORY AGREEMENT(S)

(between the Trust and the Manager)

May 31, 2019

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The following disclosure relates to the approval of the continuation of the (i) investment advisory agreement between the Trust and AMCO and (ii) investment subadvisory agreements between certain subadvisers and AMCO, which were effective until July 1, 2019. **Please refer to the Subsequent Event Note to the Financial Statements in this annual report for additional important information.**

At an in-person meeting of the Board of Trustees (the Board) held on April 17, 2019, the Board, including the Trustees who are not “interested persons” (as that term is defined in the Investment Company Act of 1940, as amended) of the Trust (the Independent Trustees), approved for an annual period the continuance of the Advisory Agreement between the Trust and the Manager with respect to the Fund.<sup>1</sup>

In advance of the meeting, the Trustees received and considered a variety of information relating to the Advisory Agreement and the Manager, and were given the opportunity to ask questions and request additional information from management. The information provided to the Board included, among other things: (i) a separate report prepared by an independent third party, which provided a statistical analysis comparing the Fund’s investment performance, expenses, and fees to comparable investment companies; (ii) information concerning the services rendered to the Fund, as well as information regarding the Manager’s revenues and costs of providing services to the Fund and compensation paid to affiliates of the

<sup>1</sup>At an in-person meeting held on January 15, 2019, the Board, including the Independent Trustees, approved a new investment advisory agreement between the Trust, on behalf of the Fund, and Victory Capital Management Inc. (“Victory Capital”). Upon the closing of the transaction, on behalf of the Fund, Victory Capital Holdings, Inc., the parent company of Victory Capital, the Advisory Agreement between the Trust and the Manager will terminate and the new investment advisory agreement between the Trust and Victory Capital will go into effect. The factors the Board considered in approving the new investment advisory agreement with Victory Capital are included in this annual report.

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Manager; and (iii) information about the Manager’s operations and personnel. Prior to voting, the Independent Trustees reviewed the proposed continuance of the Advisory Agreement with management and with experienced independent legal counsel retained by the Independent Trustees (Independent Counsel) and received materials from such Independent Counsel discussing the legal standards for their consideration of the proposed continuation of the Advisory Agreement with respect to the Fund. The Independent Trustees also reviewed the proposed continuation of the Advisory Agreement with respect to the Fund in private sessions with Independent Counsel at which no representatives of management were present.

At each regularly scheduled meeting of the Board and its committees, the Board receives and reviews, among other things, information concerning the Fund’s performance and related services provided by the Manager. At the meeting at which the renewal of the Advisory Agreement is considered, particular focus is given to information concerning Fund performance, fees and total expenses as compared to comparable investment companies, and the Manager’s profitability with respect to the Fund. However, the Board noted that the evaluation process with respect to the Manager is an ongoing one. In this regard, the Board’s and its committees’ consideration of the Advisory Agreement included certain information previously received at such meetings.

## **ADVISORY AGREEMENT**

After full consideration of a variety of factors, the Board, including the Independent Trustees, voted to approve the Advisory Agreement. In approving the Advisory Agreement, the Trustees did not identify any single factor as controlling, and each Trustee may have attributed different weights to various factors. Throughout their deliberations, the Independent Trustees were represented and assisted by Independent Counsel.

**Nature, Extent, and Quality of Services** – In considering the nature, extent, and quality of the services provided by the Manager under the Advisory Agreement, the Board reviewed information provided by the Manager relating to its operations and personnel. The Board also took into account its knowledge of the Manager’s management and the quality of the performance

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of the Manager’s duties through Board meetings, discussions, and reports during the preceding year. The Board considered the fees paid to the Manager and the services provided to the Fund by the Manager under the Advisory Agreement, as well as other services provided by the Manager and its affiliates under other agreements, and the personnel who provide these services. In addition to the investment advisory services provided to the Fund, the Manager and its affiliates provide administrative services, shareholder services, oversight of Fund accounting, marketing services, assistance in meeting legal and regulatory requirements, and other services necessary for the operation of the Fund and the Trust. The Board also considered the significant risks assumed by the Manager in connection with the services provided to the Fund, including investment, operational, enterprise, litigation, regulatory and compliance risks.

The Board considered the Manager’s management style and the performance of the Manager’s duties under the Advisory Agreement. The Board considered the level and depth of experience of the Manager, including the professional experience and qualifications of its senior and investment personnel, as well as current staffing levels. The allocation of the Fund’s brokerage, including the Manager’s process for monitoring “best execution” and the utilization of “soft dollars,” also were considered. The Manager’s role in coordinating the activities of the Fund’s other service providers also was considered.

The Board also considered the Manager’s risk management processes. The Board considered the Manager’s financial condition and that it had the financial wherewithal to continue to provide the same scope and high quality of services under the Advisory Agreement. In reviewing the Advisory Agreement, the Board focused on the experience, resources, and strengths of the Manager and its affiliates in managing the Fund, as well as the other funds in the Trust.

The Board also reviewed the compliance and administrative services provided to the Fund by the Manager and its affiliates, including oversight of the Fund’s day-to-day operations and oversight of Fund accounting. The Trustees, guided also by information obtained from their experiences as trustees of the Trust also focused on the quality of the Manager’s compliance and administrative staff.

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**Expenses and Performance** – In connection with its consideration of the Advisory Agreement, the Board evaluated the Fund’s advisory fees and total expense ratio as compared to other open-end investment companies deemed to be comparable to the Fund as determined by the independent third party in its report. The Fund’s expenses were compared to (i) a group of investment companies chosen by the independent third party to be comparable to the Fund based upon certain factors, including fund type, comparability of investment objective and classification, sales load type (in this case, retail investment companies with no sales loads), asset size, and expense components (the “expense group”) and (ii) a larger group of investment companies that includes all no-load retail open-end investment companies with the same investment classification/objective as the Fund regardless of asset size, excluding outliers (the “expense universe”). Among other data, the Board noted that the Fund’s management fee rate – which includes advisory and administrative services – was below the median of its expense group and equal to the median of its expense universe. The data indicated that the Fund’s total expenses were below the median of its expense group and equal to the median of its expense universe. The Board took into account the various services provided to the Fund by the Manager and its affiliates, including the high quality of services received by the Fund from the Manager. The Board also noted the level and method of computing the Fund’s management fee. The Board also took into account management’s discussion with respect to the Fund’s expenses. The Board also considered that the Fund’s management fee rate was reduced in October 2016. The Board also considered that the Fund’s management fee was reduced further and that the performance fee component was eliminated in April 2017.

In considering the Fund’s performance, the Board noted that it reviews at its regularly scheduled meetings information about the Fund’s performance results. The Trustees also reviewed various comparative data provided to them in connection with their consideration of the renewal of the Advisory Agreement, including, among other information, a comparison of the Fund’s average annual total return with its Lipper index and with that of other mutual funds deemed to be in its peer group by the independent third party in its report (the “performance universe”). The Fund’s performance universe consisted of the Fund and all retail and institutional open-end



investment companies with the same classification/objective as the Fund regardless of asset size or primary channel of distribution. This comparison indicated that, among other data, the Fund's performance was lower than the average of its performance universe and its Lipper index for the one-, three-, five-, and ten-year periods ended December 31, 2018. The Board also noted that the Fund's percentile performance ranking was in the bottom 50% of its performance universe for the one-, three-, five-, and ten-year periods ended December 31, 2018. The Board took into account management's discussion of the Fund's performance, including the Fund's investment approach and the impact of market conditions on the Fund's performance.

**Compensation and Profitability** – The Board took into consideration the level and method of computing the Fund's management fee. The information considered by the Board included operating profit margin information for the Manager's business as a whole. The Board also received and considered profitability information related to the management revenues from the Fund. This information included a review of the methodology used in the allocation of certain costs to the Fund. The Trustees reviewed the profitability of the Manager's relationship with the Fund before tax expenses. The Board was also provided with an Investment Management Profitability Analysis prepared by an independent information service. In reviewing the overall profitability of the management fee to the Manager, the Board also considered the fact that affiliates provide shareholder servicing and administrative services to the Fund for which they receive compensation. The Board also considered the possible direct and indirect benefits to the Manager from its relationship with the Trust, including that the Manager may derive reputational and other benefits from its association with the Fund. The Trustees recognized that the Manager should be entitled to earn a reasonable level of profits in exchange for the level of services it provides to the Fund and the entrepreneurial risk that it assumes as Manager.

**Economies of Scale** – The Board considered whether there should be changes in the management fee rate or structure in order to enable the Fund to participate in any economies of scale. The Board took into account management's discussions of the current advisory fee structure. The Board also considered the effect of the Fund's growth and size on its performance

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and fees, noting that if the Fund's assets increase over time, the Fund may realize other economies of scale if assets increase proportionally more than some expenses. The Board determined that the current investment management fee structure was reasonable.

**Conclusions** – The Board reached the following conclusions regarding the Fund's Advisory Agreement with the Manager, among others: (i) the Manager has demonstrated that it possesses the capability and resources to perform the duties required of it under the Advisory Agreement; (ii) the Manager maintains an appropriate compliance program; (iii) the performance of the Fund is reasonable in relation to the performance of funds with similar investment objectives and to relevant indices in view of the Fund's investment approach and management is appropriately monitoring the Fund's performance; (iv) the Fund's advisory expenses are reasonable in relation to those of similar funds and to the services to be provided by the Manager; and (v) the Manager and its affiliates' level of profitability from their relationship with the Fund is reasonable in light of the nature and high quality of services provided by the Manager and the type of fund. Based on its conclusions, the Board determined that continuation of the Advisory Agreement would be in the best interests of the Fund and its shareholders.

# TRUSTEES' AND OFFICERS' INFORMATION

## TRUSTEES AND OFFICERS OF THE TRUST

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As of July 1, 2019, the Board of Trustees (the Board) of the Trust consists of ten Trustees. These Trustees and the Trust's Officers supervise the business affairs of the USAA family of funds. The Board is responsible for the general oversight of the funds' business and for assuring that the funds are managed in the best interests of each fund's respective shareholders. The Board periodically reviews the funds' investment performance as well as the quality of other services provided to the funds and their shareholders by each of the fund's service providers, including the adviser and its affiliates. Pursuant to a policy adopted by the Board, the term of office for each Trustee shall be until the Trustee reaches age 75. The Board may change or grant exceptions from this policy at any time without shareholder approval. A Trustee may resign or be removed by a vote of two-thirds of the Trustees before the removal or by the holders of two-thirds of the outstanding shares of the Trust at any time. Vacancies on the Board can be filled by the action of a majority of the Trustees, provided that after filling such vacancy at least two-thirds of the Trustees have been elected by the shareholders.

Set forth below are the Trustees and Officers of the Trust, their respective offices and principal occupations during the last five years, length of time served, and information relating to any other directorships held. As of July 1, 2019, each serves on the Board of the USAA family of funds consisting of one registered investment company, which offers 47 individual funds. Unless otherwise indicated, the business address for each is P.O. Box 659430, San Antonio, TX 78265-9430.

If you would like more information about the funds' Trustees, you may call (800) 235-8396 to request a free copy of the funds' Statement of Additional Information (SAI).

In connection with the Transaction, the Board of the Trust nominated, and shareholders of each USAA mutual fund approved, two new Trustees to serve on the Trust's Board, effective upon the closing of the Transaction. Effective July 1, 2019, David C. Brown serves as an Interested Trustee and John C. Walters serves as an Independent Trustee. Information about the current Trustees of the Trust is provided below.

## INTERESTED TRUSTEES

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### **Daniel S. McNamara**<sup>1, 2, 4, 6,†</sup>

Trustee and Chair of the Board of Trustees

Born: June 1966

Year of Election or Appointment: 2012

Trustee, President, and Vice Chairman, USAA ETF Trust (06/17–06/19); President of Financial Advice & Solutions Group (FASG), USAA (02/13–present); Director of USAA Asset Management Company (AMCO), (08/11–present); Director of USAA Investment Management Company (IMCO) (09/09–present); President, IMCO (09/09–04/14); President and Director of USAA Shareholder Account Services (SAS) (10/09–present); Senior Vice President of USAA Financial Planning Services Insurance Agency, Inc. (FPS) (04/11–present); Director of FPS (12/13–present); President and Director of USAA Investment Corporation (ICORP) (03/10–present); Director of USAA Financial Advisors, Inc. (FAI) (12/13–present). Mr. McNamara brings to the Board extensive experience in the financial services industry, including experience as an officer of the Trust.

### **David C. Brown**<sup>2, 4, 6, 10</sup>

Trustee

Born: May 1972

Year of Election or Appointment: 2019

Chairman and Chief Executive Officer (2013–present), Co-Chief Executive Officer, (2011–2013), Victory Capital Management Inc.; Chairman and Chief Executive Officer (2013–present), Victory Capital Holdings, Inc. Mr. Brown brings to the Board extensive business, finance and leadership skills gained

and developed through years of experience in the financial services industry, including his tenure overseeing the strategic direction as CEO of Victory Capital. These skills, combined with Mr. Brown's extensive knowledge of the financial services industry and demonstrated success in the development and distribution of investment strategies and products, enable him to provide valuable insights to the Board and strategic direction for the Funds. Mr. Brown serves on the Boards of the Victory Funds family of funds consisting of five registered investment companies offering approximately 104 mutual funds and 24 ETFs. Mr. Brown is considered an Interested Trustee of the Trust due to his position with Victory Capital and its affiliated companies.

## **NON-INTERESTED (INDEPENDENT) TRUSTEES**

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**Robert L. Mason, Ph.D.**<sup>3, 4, 5, 6, 7</sup>

Trustee

Born: July 1946

Year of Election or Appointment: 1997

Trustee, USAA ETF Trust (06/17–06/19); Adjunct Professor in the Department of Management Science and Statistics in the College of Business at the University of Texas at San Antonio (2001–present); Institute Analyst, Southwest Research Institute (03/02–01/16), which focuses on providing innovative technology, science, and engineering services to clients around the world and is one of the oldest independent, nonprofit, applied research and development organizations in the United States. He was employed at Southwest Research Institute for 40 years. Dr. Mason brings to the Board particular experience with information technology matters, statistical analysis, and human resources as well as over 22 years' experience as a Board member of the USAA family of funds. Dr. Mason holds no other directorships of any publicly held corporations or other investment companies outside the USAA family of funds.

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**Jefferson C. Boyce**<sup>3,4,5,6,7</sup>

Lead Trustee and Vice Chair

Born: September 1957

Year of Election or Appointment: 2013

Trustee, USAA ETF Trust (06/17–06/19); Senior Managing Director, New York Life Investments, LLC (1992–2012), an investment manager. Mr. Boyce brings to the Board experience in financial investment management, and, in particular, institutional and retail mutual funds, variable annuity products, broker dealers, and retirement programs, including experience in organizational development, marketing, product development, and money management as well as five years' experience as a Board member of the USAA family of funds. Mr. Boyce is a board member of Westhab, Inc.

**Dawn M. Hawley**<sup>3,4,5,6,7,9</sup>

Trustee

Born: February 1954

Year of Election or Appointment: 2014

Trustee, USAA ETF Trust (06/17–06/19); Manager of Finance, Menil Foundation, Inc. (05/07–06/11), which is a private foundation that oversees the assemblage of sculptures, prints, drawings, photographs, and rare books. Director of Financial Planning and Analysis and Chief Financial Officer, AIM Management Group, Inc. (10/87–01/06). Ms. Hawley brings to the Board experience in financial investment management and, in particular, institutional and retail mutual funds, variable annuity products, broker dealers, and retirement programs, including experience in financial planning, budgeting, accounting practices, and asset/liability management functions including major acquisitions and mergers, as well as over five years' experience as a Board member of the USAA family of funds. Ms. Hawley holds no other directorships of any publicly held corporations or other investment companies outside the USAA family of funds.

**Paul L. McNamara**<sup>3, 4, 5, 6, 7</sup>

Trustee

Born: July 1948

Year of Election or Appointment: 2012

Trustee, USAA ETF Trust (06/17–06/19); Director, Cantor Opportunistic Alternatives Fund, LLC (03/10–02/14), which is a closed-end fund of funds by Cantor Fitzgerald Investment Advisors, LLC. Mr. McNamara retired from Lord Abbett & Co. LLC, an independent U.S. investment management firm, as an Executive Member on 09/30/09, a position he held since 10/02. He had been employed at Lord Abbett since 1996. Mr. McNamara brings to the Board extensive experience with the financial services industry and, in particular, institutional and retail mutual fund markets, including experience with mutual fund marketing, distribution, and risk management, as well as overall experience with compliance and corporate governance issues. Mr. McNamara also has experience serving as a fund director as well as seven years' experience as a Board member of the USAA family of funds. Paul L. McNamara is of no relation to Daniel S. McNamara. Mr. McNamara holds no other directorships of any publicly held corporations or other investment companies outside the USAA family of funds.

**Richard Y. Newton III**<sup>3, 4, 5, 6, 7</sup>

Trustee

Born: January 1956

Year of Election or Appointment: 2017

Trustee, USAA ETF Trust (06/17–06/19); Director, Elta North America (01/18–present), which is a global leader in the design, manufacture and support of innovative electronic systems in the ground, maritime, airborne, and security domains for the nation's warfighters, security personnel, and first responders; Managing Partner, Pioneer Partnership Development Group (12/15–present); Executive Director, The Union League Club of New York (06/14–11/15); Executive Vice President, Air Force Association (08/12–05/14); Lieutenant General, United States Air Force (01/08–06/12). Lieutenant General Newton (Ret.) served 34 years of active duty in the United States Air Force. Lt. Gen. Newton retired as the Assistant Vice Chief of Staff and Director of Air Staff at the Headquarters of the U.S. Air Force where he was responsible for overseeing the administration and organization

of the Air Staff, which develops policies, plans and programs, establishes requirements, and provides resources to support the Air Force's mission. Lt. Gen. Newton is a graduate of the United States Air Force Academy, Webster University, and The National War College. Lt. Gen. Newton brings to the Board extensive management and military experience, as well as over two years of experience as a Board member of the USAA family of funds. Lt. Gen. Newton holds no other directorships of any publicly held corporations or other investment companies outside the USAA family of funds.

**Barbara B. Ostdiek, Ph.D.**<sup>3, 4, 5, 6, 7, 8</sup>

Trustee

Born: March 1964

Year of Election or Appointment: 2008

Trustee, USAA ETF Trust (06/17–06/19); Senior Associate Dean of Degree programs at Jesse H. Jones Graduate School of Business at Rice University (07/13–present); Associate Professor of Finance at Jesse H. Jones Graduate School of Business at Rice University (07/01–present); Academic Director, El Paso Corporation Finance Center at Jesse H. Jones Graduate School of Business at Rice University (07/02–06/12). Dr. Ostdiek brings to the Board particular experience with financial investment management, education, and research as well as over eleven years' experience as a Board member of the USAA family of funds. Dr. Ostdiek holds no other directorships of any publicly held corporations or other investment companies outside the USAA family of funds.

**Michael F. Reimherr**<sup>3, 4, 5, 6, 7</sup>

Trustee

Born: August 1945

Year of Election or Appointment: 2000

Trustee, USAA ETF Trust (06/17–06/19); President of Reimherr Business Consulting performing business valuations of medium to large companies; developing business plans, budgets, and internal financial reporting; and work with mergers and acquisitions (05/95–12/17). St. Mary's University Investment Committee overseeing University Endowment (06/14–present). Mr. Reimherr brings to the Board particular experience with organizational development, budgeting, finance, capital markets, and mergers and acquisitions, as well as



over 19 years' experience as a Board member of the USAA family of funds. Mr. Reimherr holds no other directorships of any publicly held corporations or other investment companies outside the USAA family of funds.

**John C. Walters**<sup>3, 4, 5, 6, 7</sup>

Trustee

Born: February 1962

Year of Election or Appointment: 2019

Retired. Mr. Walters brings significant Board experience including active involvement with the board of a Fortune 500 company, and a proven record of leading large, complex financial organizations. He has a demonstrated record of success in distribution, manufacturing, investment brokerage, and investment management in both the retail and institutional investment businesses. He has substantial experience in the investment management business with a demonstrated ability to develop and drive strategy while managing operational, financial, and investment risk. Mr. Walters is a board member of Guardian Variable Products Trust (16 series), Lead Independent Director; Amerilife Holdings LLC, Director; Stadion Money Management; Director; and University of North Carolina (Chapel Hill), Member Board of Governors.

<sup>1</sup> Indicates the Trustee is an employee of AMCO or affiliated companies and is considered an "interested person" under the Investment Company Act of 1940.

<sup>2</sup> Member of Executive Committee.

<sup>3</sup> Member of Audit and Compliance Committee.

<sup>4</sup> Member of Product Management and Distribution Committee.

<sup>5</sup> Member of Corporate Governance Committee.

<sup>6</sup> Member of Investments Committee.

<sup>7</sup> The address for all non-interested trustees is that of the USAA Funds, P.O. Box 659430, San Antonio, TX 78265-9430.

<sup>8</sup> Dr. Ostdiek has been designated as an Audit and Compliance Committee Financial Expert by the Funds' Board.

<sup>9</sup> Ms. Hawley has been designated as an Audit and Compliance Committee Financial Expert by the Funds' Board.

<sup>10</sup> Indicates the Trustee is an employee of Victory Capital or affiliated companies and is considered an "interested person" under the Investment Company Act of 1940.

† Mr. D. McNamara was elected as Chair of the Board in July 2019.

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Effective July 1, 2019, the Board of the Trust appointed certain new officers of the Trust. The current officers of the Trust are stated below.

## **OFFICERS**

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### **Christopher K. Dyer**

President

Born: February 1962

Year of Appointment: 2019

Director of Mutual Fund Administration, the Victory Capital.

### **Scott A. Stahorsky**

Vice President

Born: July 1969

Year of Appointment: 2019

Manager, Fund Administration, the Adviser (since 2015); Senior Analyst, Fund Administration, the Victory Capital (prior to 2015).

### **Allan Shaer**

Assistant Treasurer

Born: March 1965

Year of Appointment: 2019

Senior Vice President, Financial Administration, Citi Fund Services Ohio, Inc. (since 2016); Vice President, Mutual Fund Administration, JP Morgan Chase (2011–2016).

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**James K. De Vries**

Treasurer

Born: April 1969

Year of Appointment: 2018

Treasurer, USAA ETF Trust (09/18–06/19); Executive Director, Investment and Financial Administration, USAA (04/12–present); Assistant Treasurer, USAA ETF Trust (06/17–09/18); Assistant Treasurer, USAA Mutual Funds Trust (12/13–02/18). Mr. De Vries also serves as the Funds' Principal Financial Officer.

**Carol D. Trevino**

Assistant Treasurer

Born: October 1965

Year of Appointment: 2018

Assistant Treasurer, USAA ETF Trust (09/18–06/19); Accounting/Financial Director, USAA (12/13–present); Senior Accounting Analyst, USAA (03/11–12/13).

**Erin G. Wagner**

Secretary

Born: February 1974

Year of Appointment: 2019

Associate General Counsel, the Adviser (since 2013).

**Charles Booth**

Anti-Money Laundering Compliance Officer and Identity Theft Officer

Born: April 1960

Year of Appointment: 2019

Director, Regulatory Administration and CCO Support Services, Citi Fund Services Ohio, Inc. (2007–present).

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**Amy Campos**

Chief Compliance Officer

Born: August 1976

Year of Appointment: 2019

Chief Compliance Officer, USAA Mutual Funds Trust (7/1/19–present); Executive Director, Deputy Chief Compliance Officer, USAA Mutual Funds Trust and USAA ETF Trust (7/17–6/19); Compliance Director, USAA Mutual Funds Trust (2014–7/17); Senior Compliance Advisor, USAA Mutual Funds Trust (2010–2014).

**The following officers served in their respective office until July 1, 2019, at which point each of the following officers resigned from their respective office and no longer serve in these positions.**

**John C. Spear**

Vice President

Born: May 1964

Year of Appointment: 2016

Vice President, USAA ETF Trust (06/17–06/19); Senior Vice President and Chief Investment Officer, USAA Investments, (03/17–present); Vice President and Chief Investment Officer, USAA Investments, (11/16–03/17); Vice President, Long Term Fixed Income (05/12–11/16).

**John P. Toohey**

Vice President

Born: March 1968

Year of Appointment: 2009

Vice President, USAA ETF Trust (06/17–06/19); Head of Equities, Equity Investments, AMCO (01/12–present).

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**Kristen Millan**

Secretary

Born: April 1983

Year of Appointment: 2019

Secretary, USAA ETF Trust (04/19–06/19); Assistant Secretary, USAA ETF Trust (01/19–06/19); Senior Attorney, FASG General Counsel, USAA (09/17–06/19); Attorney, FASG General Counsel, USAA (06/13–09/17). Ms. Millan also serves as Assistant Secretary of AMCO, ICORP, and SAS.

**Stephanie A. Higby**

Chief Compliance Officer

Born: July 1974

Year of Appointment: 2013

Chief Compliance Officer, USAA ETF Trust (06/17–06/19); Assistant Vice President, Compliance-Investments, USAA (02/18–present); Assistant Vice President, Compliance Mutual Funds, USAA (12/16–01/18); Executive Director, Institutional Asset Management Compliance, USAA (04/13–12/16). Ms. Higby also serves as the Funds' anti-money laundering compliance officer and as the Chief Compliance Officer for AMCO and IMCO.

**As of July 1, 2019**

**Trustees**

Daniel S. McNamara  
Robert L. Mason, Ph.D.  
Jefferson C. Boyce  
Dawn M. Hawley  
Paul L. McNamara  
Richard Y. Newton III  
Barbara B. Ostdiek, Ph.D.  
Michael F. Reimherr  
David C. Brown  
John C. Walters

**Administrator and  
Investment Adviser**

Victory Capital Management Inc.  
P.O. Box 659453  
San Antonio, Texas 78265-9825

**Underwriter and  
Distributor**

Victory Capital Advisers Inc.  
4900 Tiedeman Road  
Brooklyn, Ohio 44144  
San Antonio, Texas 78265-9825

**Transfer Agent**

Victory Capital Transfer Agency Inc.  
9800 Fredericksburg Road  
San Antonio, Texas 78288

**Custodian,  
Accounting Agent, and  
Sub-Administrator**

State Street Bank and Trust Company  
P.O. Box 1713  
Boston, Massachusetts 02105

**Independent  
Registered Public  
Accounting Firm**

Ernst & Young LLP  
100 West Houston St., Suite 1700  
San Antonio, Texas 78205

Copies of the USAA AMCO's proxy voting policies and procedures, approved by the Trust's Board of Trustees for use in voting proxies on behalf of the Fund, are available without charge (i) by calling (800) 235-8396; (ii) at [usaa.com](http://usaa.com); and (iii) in summary within the Statement of Additional Information on the SEC's website at <http://www.sec.gov>. Information regarding how the Fund voted proxies relating to portfolio securities during the most recent 12-month period ended June 30 is available without charge (i) at [usaa.com](http://usaa.com); and (ii) on the SEC's website at <http://www.sec.gov>.

The Fund files its complete schedule of monthly portfolio holdings with the SEC for the first and third quarters of each fiscal year as an exhibit to its reports on Form N-PORT (beginning with filings after March 31, 2019). Previously, the Fund made its complete schedule of portfolio holdings available after the first and third fiscal quarters in regulatory filings on Form N-Q. The Fund's Forms N-CSR, N-PORT, and N-Q are available at no charge (i) by calling (800) 235-8396; (ii) at [usaa.com](http://usaa.com); and (iii) on the SEC's website at <http://www.sec.gov>.