



MUTUAL FUNDS

DECEMBER 31, 2019

Annual Report

USAA 500 Index Fund

Beginning 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, 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.

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. Your election to receive reports in paper will apply to all funds held with the USAA family of funds or your financial intermediary.

Victory Capital means Victory Capital Management Inc., the investment manager of the USAA Mutual Funds. USAA Mutual Funds are distributed by Victory Capital Advisers, Inc., a broker dealer registered with FINRA and an affiliate of Victory Capital. Victory Capital and its affiliates are not affiliated with United Services Automobile Association or its affiliates. USAA and the USAA logos are registered trademarks and the USAA Mutual Funds and USAA Investments logos are trademarks of United Services Automobile Association and are being used by Victory Capital and its affiliates under license.

TABLE OF CONTENTS

USAA Mutual
Funds Trust

Manager's Commentary on the Fund (Unaudited)	4
Investment Overview (Unaudited)	5
Investment Objective & Portfolio Holdings (Unaudited)	6
Report of Independent Registered Public Accounting Firm	8
Financial Statements	
<i>Schedule of Portfolio Investments</i>	9
<i>Statement of Assets and Liabilities</i>	21
<i>Statement of Operations</i>	22
<i>Statements of Changes in Net Assets</i>	23
<i>Financial Highlights</i>	24
Notes to Financial Statements	26
Supplemental Information (Unaudited)	36
<i>Expense Example</i>	36
<i>Proxy Voting and Portfolio Holdings Information</i>	36
<i>Trustees' and Officers' Information</i>	37
<i>Additional Federal Income Tax Information</i>	43
<i>Privacy Policy (inside back cover)</i>	

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 Victory Capital Management Inc. 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.

(Unaudited)

Dear Shareholder,

As we turn the page into a new decade, it's hard not to reflect on the fact that we have been enjoying the longest-ever bull market in U.S. equities. The run has been impressive, and despite periods of tumult and plenty of negative news, the bull market endured throughout 2019.

For the annual reporting period ended December 31, 2019, the S&P 500® Index ("S&P 500") posted impressive gains of almost 29%. This represents the greatest one-year gain since 2013 and also illustrates a swift bounce-back after a precipitous drop late in 2018. The move higher supports the notion that underlying fundamentals of U.S. companies drive performance, rather than the political news and headline fears that often capture the attention of investors.

Perhaps we shouldn't be surprised at the impressive performance of equities. The U.S. economy—the world's largest—remains on solid footing and has been a key driver of both domestic and international stocks. Robust job creation, near-record low unemployment, and steady consumer spending continue and offer reasons for further optimism. Meanwhile, inflation remains muted, and the U.S. Federal Reserve (the "Fed") and other major global central banks have taken an accommodative stance. In fact, the Fed has cut interest rates by a total of 0.75% over three meetings last July, September, and October.

The risk-on attitudes of investors, coupled with the accommodative monetary policy, had an expected impact on U.S. Treasury yields. The 10-year Treasury yield declined significantly over the course of 2019, falling from 2.66% to 1.92% at year-end. More interesting, however, was that the yield on 10-year Treasuries fell below shorter-term yields for the first time since before the 2007-2008 Global Financial Crisis. This inverted yield curve spooked investors for a spell, only to revert back to a traditional upward sloping yield curve by the end of 2019.

The robust domestic economy, low interest rates, and ample liquidity from central banks provided a potent tonic for the stock market in 2019. In fact, at year-end 2019, the S&P 500 was approaching its highest valuation level since 1999. This reminds all of us to retain some historical context on the bull market. Many of us remember the Global Financial Crisis and, before that, the collapse of the dot-com bubble. Although those are now but a distant memory (and we are not forecasting such tumult), we should not forget that stocks don't always go up and cycles don't last forever. In other words, valuations still matter.

The key point is not to discount the risks. In addition to lofty valuations, investors need to keep apprised of trade disputes, geopolitical hotspots, a contentious U.S. election, and a host of other potential headwinds. Yet it is these very risks—these cross-currents—that may create pricing dislocations. This is an environment in which we believe our Victory Capital independent investment franchises can thrive.

On the following pages, you will find information relating to your USAA Funds investment. If you have any questions, we encourage you to contact your financial adviser. Or, if you invest with us directly, you may call (800) 235-8396, or visit our website at www.usaa.com.

My colleagues and I sincerely appreciate the confidence you have placed in the USAA Funds, and we value the opportunity to help meet your investment goals.

A handwritten signature in black ink, appearing to read 'C. Dyer', written in a cursive style.

Christopher K. Dyer, CFA

*President,
USAA Funds*

USAA 500 Index Fund

Manager's Commentary

Victory Solutions

Mannik S. Dhillon, CFA, CAIA

Wasif A. Latif

- **What were the market conditions during the reporting period?**

The year 2019 was very good for stocks, especially in the United States. The broad U.S. equity market as measured by the S&P 500® Index registered a very strong return for 2019, outpacing the return of global stocks as measured by the MSCI All-Country World Index. However, it was the information technology heavy Nasdaq Composite Index that had even higher returns for the year. On the flip side, international and emerging market equity securities lagged the global market even though they were both up double digits in absolute terms.

Despite a few trade war related scares in the middle of the year, the market staged a strong fourth quarter to end the year and continued the longest bull market on record. U.S. equities surged during the year, aided by clear messaging from the U.S. Federal Reserve (the "Fed") of a continued accommodative stance along with additional liquidity in the overnight interbank lending market. Indications of continued U.S. economic growth led by the consumer, as well as improvement in economic activity overseas, boosted investor confidence. This confluence of a stable economic environment, an accommodative Fed, and a resolution in sight for the trade war helped push stocks higher throughout the year.

Growth-style investments continued their outperformance of the past few years in 2019 with a strong showing, led by information technology and communication services domestically, while the value-style investments underperformed the market. Regionally, the U.S. market outperformed the non-U.S. markets, aided by the information technology companies that also are globally dominant in their industries.

- **How did the USAA 500 Index Fund (the "Fund") perform during the reporting period?**

The Fund has two share classes: Member Shares and Reward Shares. For the reporting period ended December 31, 2019, the Fund closely tracked its benchmark, the broad-based Victory US Large Cap 500 Index (the "Index") with the Member Shares and Reward Shares returning 31.19% and 31.29%, respectively, versus the Index, which returned 31.88%. The Index emphasizes large U.S. company stocks and is not available for direct investment.

- **Please describe sector performance during the reporting period.**

Large-cap U.S. equity securities outperformed developed equity securities outside of the United States, as represented by the MSCI All-Country World ex U.S. Index, which returned 21.51%.

Information technology stocks were the highlight performers, while communications services and consumer discretionary also were strong contributors. Energy stocks trailed the rest of the market during the reporting period.

Thank you for the opportunity to help you with your investment needs.

USAA 500 Index Fund

Investment Overview

Average Annual Total Return				
Year Ended December 31, 2019				
	Member Shares	Reward Shares		
INCEPTION DATE	5/1/96	5/1/02		
	Net Asset Value	Net Asset Value	Victory US Large Cap 500 Index ¹	S&P 500 Index ²
One Year	31.19%	31.29%	31.88%	31.49%
Five Year	11.42%	11.53%	11.87%	11.69%
Ten Year	13.28%	13.40%	13.56%	13.55%

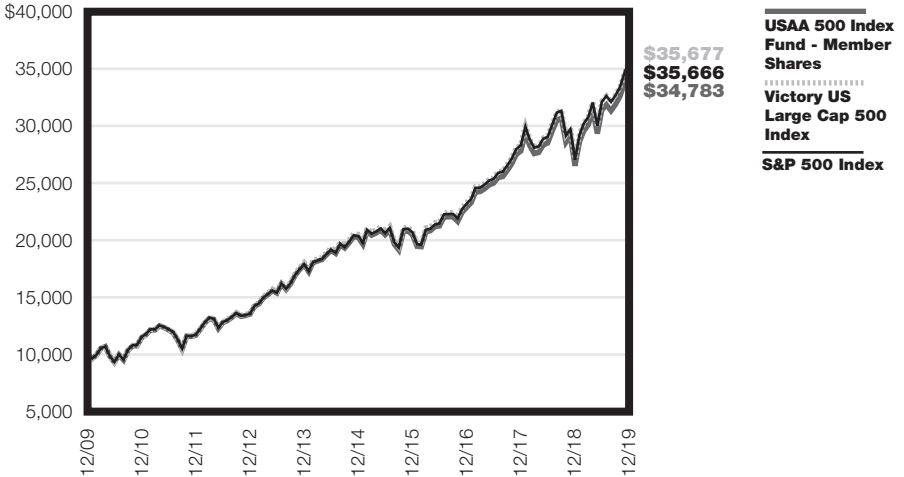
High double-digit returns are attributable, in part, to unusually favorable market conditions and may not be repeated or consistently achieved in the future.

Past performance is not indicative of future results. The performance data quoted represents past performance and current returns may be lower or higher. The investment return and principal value will fluctuate so that an investor's shares, when redeemed, may be worth more or less than the original cost. To obtain performance information current to the most recent month's end, please visit www.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.

The total return figures set forth above include all waivers of fees for various periods since inception. Without such fee waivers, the total returns would have been lower.

USAA 500 Index Fund – Growth of \$10,000



¹The Victory US Large Cap 500 Index emphasizes stocks of large U.S. companies. There are no expenses associated with the index, while there are expenses associated with the Fund. It is not possible to invest directly in an index.

²The S&P 500 Index is an unmanaged index representing the weighted average performance of a group of 500 widely held, publicly traded U.S. stocks. There are no expenses associated with the index, while there are expenses associated with the Fund. It is not possible to invest directly in an index.

The graph reflects investment of growth of a hypothetical \$10,000 investment in the Fund. Past performance is no guarantee of future results.

The graph and table do not reflect the deduction of taxes that a shareholder would pay on Fund distributions or the redemption of Fund shares.

"Standard & Poor's," "S&P," "S&P 500," "Standard & Poor's 500," and "500" are trademarks of The McGraw-Hill Companies, Inc. and have been licensed for our use. The USAA S&P 500 Index Fund is not sponsored, endorsed, sold, or promoted by Standard & Poor's, and Standard & Poor's makes no representation regarding the advisability of investing in the USAA S&P 500 Index Fund. • Index products incur fees and expenses and may not always be invested in all securities of the index the Fund attempts to mirror.

Investment Objective & Portfolio Holdings:

The Fund's investment objective seeks to match, before fees and expenses, the performance of the stocks composing the Victory US Large Cap 500 Index.

Top 10 Holdings*

12/31/19

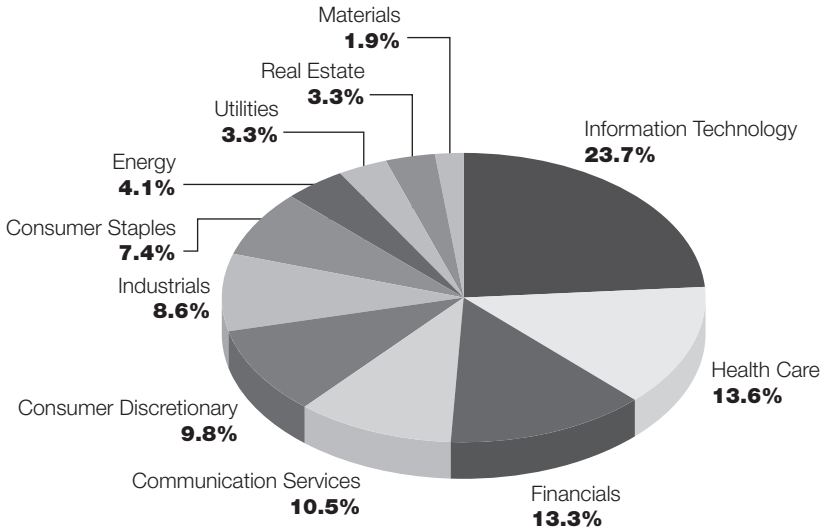
(% of Net Assets)

<i>Apple, Inc.</i>	4.9%
<i>Microsoft Corp.</i>	4.5%
<i>Amazon.com, Inc.</i>	3.1%
<i>Alphabet, Inc., Class C</i>	3.1%
<i>Berkshire Hathaway, Inc., Class B</i>	1.9%
<i>Facebook, Inc., Class A</i>	1.7%
<i>JPMorgan Chase & Co.</i>	1.6%
<i>Johnson & Johnson</i>	1.4%
<i>Visa, Inc., Class A</i>	1.3%
<i>The Procter & Gamble Co.</i>	1.2%

*Does not include futures, money market instruments and short-term investments purchased with cash collateral from securities loaned.

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

**Sector Allocation*:
12/31/19
(% of Net Assets)**



*Does not include futures, money market instruments and short-term investments purchased with cash collateral from securities loaned.

Percentages are of the net assets of the Fund and may not equal 100%.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and the Board of Trustees of USAA 500 Index Fund

Opinion on the Financial Statements

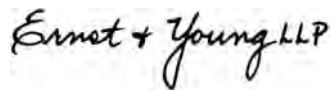
We have audited the accompanying statement of assets and liabilities of USAA 500 Index Fund (the "Fund") (one of the funds constituting the USAA Mutual Funds Trust (the "Trust")), including the schedule of portfolio investments, as of December 31, 2019, and the related statement of operations for the 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 at December 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 December 31, 2019, by correspondence with the custodian. 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 image shows the handwritten signature of Ernst & Young LLP in black ink. The signature is written in a cursive, flowing style and is positioned in the lower right quadrant of the page.

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

San Antonio, Texas
February 28, 2020

(Amounts in Thousands, Except for Shares)

Security Description	Shares	Value
Common Stocks (99.5%)		
Communication Services (10.5%):		
Activision Blizzard, Inc.	199,069	\$ 11,829
Alphabet, Inc., Class C (a)	188,769	252,387
Alice USA, Inc., Class A (a)	23,370	639
AT&T, Inc.	2,252,254	88,018
CenturyLink, Inc.	300,377	3,968
Charter Communications, Inc., Class A (a)	47,200	22,896
Comcast Corp., Class A	1,356,573	61,004
Discovery, Inc., Class A (a)	38,794	1,270
DISH Network Corp., Class A (a)	67,792	2,405
Electronic Arts, Inc. (a)	90,022	9,678
Facebook, Inc., Class A (a)	692,461	142,128
Fox Corp., Class A	97,708	3,622
InterActive Corp. (a)	19,908	4,959
Liberty Broadband Corp., Class A (a)	51,804	6,453
Liberty Media Corp-Liberty SiriusXM, Class A (a)	86,446	4,179
Live Nation Entertainment, Inc. (a)	43,419	3,103
Match Group, Inc. (a) (b)	10,138	832
Netflix, Inc. (a)	132,245	42,791
Omnicom Group, Inc.	67,130	5,439
Pinterest, Inc. (a)	24,921	465
Sirius XM Holdings, Inc. (b)	420,780	3,009
Snap, Inc. (a)	321,102	5,244
Sprint Corp. (a)	215,526	1,123
Take-Two Interactive Software, Inc. (a)	35,319	4,324
The Walt Disney Co.	502,503	72,677
T-Mobile US, Inc. (a)	103,831	8,142
Twitter, Inc. (a)	236,817	7,590
Verizon Communications, Inc.	1,261,567	77,460
ViacomCBS, Inc., Class B	159,381	6,689
		<u>854,323</u>
Consumer Discretionary (9.8%):		
Advance Auto Parts, Inc.	19,309	3,093
Amazon.com, Inc. (a)	136,601	252,416
Aramark	62,178	2,699
AutoZone, Inc. (a)	6,877	8,193
Best Buy Co., Inc.	66,205	5,813
Booking Holdings, Inc. (a)	12,905	26,503
Bright Horizons Family Solutions, Inc. (a)	16,603	2,495
Burlington Stores, Inc. (a)	17,601	4,014
CarMax, Inc. (a)	46,921	4,114
Carnival Corp.	127,876	6,500
Carvana Co. (a) (b)	3,470	319
Chewy, Inc. (a) (b)	15,689	455
Chipotle Mexican Grill, Inc. (a)	8,570	7,174
D.R. Horton, Inc.	99,109	5,228
Darden Restaurants, Inc.	34,583	3,770
Dollar General Corp.	70,147	10,942

See notes to financial statements.

(Amounts in Thousands, Except for Shares)

Security Description	Shares	Value
Dollar Tree, Inc. (a)	58,995	\$ 5,548
eBay, Inc.	253,492	9,154
Expedia Group, Inc.	41,433	4,481
Ford Motor Co.	1,190,876	11,075
General Motors Co., Class C	379,595	13,893
Genuine Parts Co.	44,796	4,759
Hasbro, Inc.	37,251	3,934
Hilton Worldwide Holdings, Inc.	84,219	9,341
Las Vegas Sands Corp. (c)	120,918	8,348
Lennar Corp., Class A	81,360	4,539
Lowe's Cos., Inc.	231,289	27,698
Marriott International, Inc., Class A	94,366	14,290
McDonald's Corp.	214,900	42,467
MGM Resorts International	140,198	4,664
Nike, Inc., Class B	395,729	40,092
Norwegian Cruise Line Holdings Ltd. (a)	55,827	3,261
NVR, Inc. (a)	1,139	4,338
O'Reilly Automotive, Inc. (a)	23,575	10,332
Roku, Inc. (a)	5,719	766
Ross Stores, Inc.	98,476	11,465
Royal Caribbean Cruises Ltd.	57,069	7,619
Starbucks Corp.	360,249	31,673
Target Corp.	157,898	20,244
Tesla, Inc. (a)	40,201	16,818
The Home Depot, Inc.	339,899	74,226
The TJX Cos., Inc.	374,908	22,892
Tiffany & Co.	35,407	4,732
Tractor Supply Co.	36,500	3,411
Ulta Beauty, Inc. (a)	17,811	4,509
Vail Resorts, Inc.	11,380	2,729
VF Corp.	108,724	10,835
Wayfair, Inc. (a) (b)	14,537	1,314
Wynn Resorts Ltd.	29,578	4,107
Yum! Brands, Inc.	88,294	8,894
		<hr/> 792,176
Consumer Staples (7.4%):		
Altria Group, Inc.	582,102	29,053
Archer-Daniels-Midland Co.	166,158	7,701
Beyond Meat, Inc. (a) (b)	14,731	1,114
Brown-Forman Corp., Class B	81,448	5,506
Campbell Soup Co.	66,291	3,276
Church & Dwight Co., Inc.	75,662	5,322
Colgate-Palmolive Co.	258,619	17,803
Conagra Brands, Inc.	135,678	4,646
Constellation Brands, Inc., Class A	52,154	9,896
Costco Wholesale Corp.	133,311	39,183
General Mills, Inc.	186,345	9,981
Hormel Foods Corp.	91,204	4,114
Kellogg Co.	82,790	5,726
Keurig Dr Pepper, Inc.	87,670	2,538

See notes to financial statements.

(Amounts in Thousands, Except for Shares)

Security Description	Shares	Value
Kimberly-Clark Corp.	106,817	\$ 14,693
Lamb Weston Holdings, Inc.	41,201	3,545
McCormick & Co., Inc.	30,428	5,165
Molson Coors Beverage Co., Class B	41,869	2,257
Mondelez International, Inc., Class A	439,199	24,190
Monster Beverage Corp. (a)	119,923	7,621
PepsiCo, Inc.	434,502	59,383
Philip Morris International, Inc.	474,599	40,383
Sysco Corp.	155,638	13,313
The Clorox Co.	38,695	5,941
The Coca-Cola Co.	1,278,822	70,783
The Estee Lauder Cos., Inc., Class A	62,713	12,953
The Hershey Co.	43,307	6,365
The J.M. Smucker Co.	35,165	3,662
The Kraft Heinz Co.	212,284	6,821
The Kroger Co.	249,901	7,245
The Procter & Gamble Co.	760,705	95,012
Tyson Foods, Inc., Class A	76,554	6,969
Walgreens Boots Alliance, Inc.	245,910	14,499
Walmart, Inc.	465,292	55,295
		<u>601,954</u>
Energy (4.1%):		
Baker Hughes Co.	208,761	5,351
Cheniere Energy, Inc. (a)	79,380	4,848
Chevron Corp.	570,584	68,761
Concho Resources, Inc.	46,156	4,042
ConocoPhillips	338,306	22,000
Continental Resources, Inc.	28,020	961
Diamondback Energy, Inc.	44,731	4,154
EOG Resources, Inc.	162,194	13,585
Exxon Mobil Corp.	1,276,765	89,092
Halliburton Co.	273,521	6,693
Hess Corp.	75,956	5,075
Kinder Morgan, Inc.	661,182	13,997
Marathon Oil Corp.	215,147	2,922
Marathon Petroleum Corp.	193,808	11,677
Noble Energy, Inc.	125,504	3,118
Occidental Petroleum Corp.	278,355	11,471
ONEOK, Inc.	126,006	9,535
Phillips 66	135,545	15,101
Pioneer Natural Resources Co.	50,528	7,648
Schlumberger Ltd.	422,290	16,976
The Williams Cos., Inc.	377,671	8,958
Valero Energy Corp.	126,611	11,857
		<u>337,822</u>
Financials (13.3%):		
Aflac, Inc.	214,272	11,335
Alleghany Corp. (a)	4,296	3,435
Ally Financial, Inc.	113,442	3,467

See notes to financial statements.

(Amounts in Thousands, Except for Shares)

Security Description	Shares	Value
American Express Co.	217,396	\$ 27,064
American International Group, Inc.	259,660	13,328
Ameriprise Financial, Inc.	39,062	6,507
Annaly Capital Management, Inc.	426,854	4,021
Arch Capital Group Ltd. (a)	99,705	4,276
Arthur J. Gallagher & Co.	57,508	5,476
AXA Equitable Holdings, Inc.	136,424	3,381
Bank of America Corp.	2,655,328	93,521
Berkshire Hathaway, Inc., Class B (a)	683,350	154,778
BlackRock, Inc., Class A	39,699	19,957
Brown & Brown, Inc.	73,005	2,882
Capital One Financial Corp.	140,535	14,462
Cboe Global Markets, Inc.	31,635	3,796
Cincinnati Financial Corp.	47,156	4,958
Citigroup, Inc.	665,955	53,203
Citizens Financial Group, Inc.	134,031	5,443
CME Group, Inc.	88,091	17,682
CNA Financial Corp.	9,795	439
Comerica, Inc.	44,918	3,223
Discover Financial Services	90,479	7,674
E*TRADE Financial Corp.	65,949	2,992
Erie Indemnity Co., Class A (b)	5,757	956
Everest Re Group Ltd.	9,096	2,518
FactSet Research Systems, Inc.	11,326	3,039
Fidelity National Financial, Inc., Class A	78,496	3,560
Fifth Third Bancorp.	211,819	6,511
First Republic Bank	51,314	6,027
Franklin Resources, Inc.	94,752	2,462
Globe Life, Inc.	31,611	3,327
Huntington Bancshares, Inc.	294,704	4,444
Intercontinental Exchange, Inc.	168,033	15,551
JPMorgan Chase & Co.	956,743	133,371
KeyCorp	303,679	6,146
Lincoln National Corp.	61,799	3,647
Loews Corp.	81,950	4,302
M&T Bank Corp.	41,118	6,980
Markel Corp. (a)	4,304	4,920
MarketAxess Holdings, Inc.	9,702	3,678
Marsh & McLennan Cos., Inc.	145,666	16,230
MetLife, Inc.	256,391	13,068
Moody's Corp.	53,875	12,790
Morgan Stanley	403,480	20,626
MSCI, Inc.	26,395	6,815
Nasdaq, Inc.	37,635	4,031
Northern Trust Corp.	66,022	7,014
Principal Financial Group, Inc.	79,236	4,358
Prudential Financial, Inc.	125,262	11,742
Raymond James Financial, Inc.	40,951	3,663
Regions Financial Corp.	300,578	5,158
Reinsurance Group of America, Inc.	18,893	3,081

See notes to financial statements.

(Amounts in Thousands, Except for Shares)

Security Description	Shares	Value
S&P Global, Inc.	73,749	\$ 20,137
State Street Corp.	109,726	8,679
SVB Financial Group (a)	14,377	3,609
Synchrony Financial	182,276	6,564
T. Rowe Price Group, Inc.	72,047	8,778
TD Ameritrade Holding Corp.	69,147	3,437
The Allstate Corp.	100,944	11,351
The Bank of New York Mellon Corp.	275,255	13,854
The Charles Schwab Corp.	379,204	18,035
The Goldman Sachs Group, Inc.	110,332	25,368
The Hartford Financial Services Group, Inc.	105,213	6,394
The PNC Financial Services Group, Inc.	136,532	21,795
The Progressive Corp.	182,169	13,187
The Travelers Cos., Inc.	80,427	11,014
Trust Financial Corp.	417,956	23,539
U.S. Bancorp	471,302	27,943
W.R. Berkley Corp.	38,557	2,664
Wells Fargo & Co.	1,262,366	67,915
		<u>1,081,578</u>
Health Care (13.6%):		
Abbott Laboratories	545,245	47,360
AbbVie, Inc.	455,945	40,369
Agilent Technologies, Inc.	89,324	7,620
Alexion Pharmaceuticals, Inc. (a)	58,792	6,358
Align Technology, Inc. (a)	22,490	6,276
Allergan PLC	102,290	19,555
AmerisourceBergen Corp.	48,630	4,135
Amgen, Inc.	173,452	41,815
Anthem, Inc.	77,346	23,361
Baxter International, Inc.	159,088	13,303
Becton, Dickinson & Co.	78,065	21,231
Biogen, Inc. (a)	51,490	15,279
BioMarin Pharmaceutical, Inc. (a)	43,598	3,686
Bio-Rad Laboratories, Inc., Class A (a)	5,865	2,170
Boston Scientific Corp. (a)	379,451	17,159
Bristol-Myers Squibb Co.	715,063	45,900
Cardinal Health, Inc.	85,382	4,319
Centene Corp. (a)	108,579	6,826
Cerner Corp.	97,872	7,183
Cigna Corp.	107,784	22,041
CVS Health Corp.	384,041	28,530
Danaher Corp.	202,720	31,113
DENTSPLY SIRONA, Inc.	69,303	3,922
Dexcom, Inc. (a)	24,017	5,253
Edwards Lifesciences Corp. (a)	64,990	15,162
Elanco Animal Health, Inc. (a)	100,322	2,954
Eli Lilly & Co.	277,129	36,423
Exact Sciences Corp. (a)	43,462	4,019
Gilead Sciences, Inc.	369,317	23,998

See notes to financial statements.

(Amounts in Thousands, Except for Shares)

Security Description	Shares	Value
HCA Healthcare, Inc.	83,437	\$ 12,333
Hologic, Inc. (a)	64,204	3,352
Humana, Inc.	37,789	13,850
IDEXX Laboratories, Inc. (a)	25,041	6,539
illumina, Inc. (a)	37,608	12,476
Incyte Pharmaceuticals, Inc. (a)	67,117	5,861
Intuitive Surgical, Inc. (a)	32,601	19,272
IQVIA Holdings, Inc. (a)	59,825	9,244
Johnson & Johnson	794,186	115,849
Laboratory Corp. of America Holdings (a)	30,256	5,118
McKesson Corp.	56,146	7,766
Merck & Co., Inc.	793,320	72,152
Mettler-Toledo International, Inc. (a)	6,710	5,323
Pfizer, Inc.	1,724,415	67,563
Quest Diagnostics, Inc.	41,529	4,435
Regeneron Pharmaceuticals, Inc. (a)	20,894	7,845
ResMed, Inc.	41,974	6,505
Seattle Genetics, Inc. (a)	43,285	4,946
Stryker Corp.	105,610	22,172
Teleflex, Inc.	12,300	4,630
The Cooper Co., Inc.	13,658	4,388
Thermo Fisher Scientific, Inc.	122,317	39,737
UnitedHealth Group, Inc.	292,104	85,872
Universal Health Services, Inc., Class B	24,380	3,498
Varian Medical Systems, Inc. (a)	28,025	3,980
Veeva Systems, Inc., Class A (a)	31,880	4,484
Vertex Pharmaceuticals, Inc. (a)	63,258	13,850
Waters Corp. (a)	18,175	4,247
WellCare Health Plans, Inc. (a)	14,518	4,794
West Pharmaceutical Services, Inc.	19,415	2,919
Zimmer Biomet Holdings, Inc.	64,091	9,593
Zoetis, Inc.	135,915	17,988
		1,109,901
Industrials (8.6%):		
3M Co.	173,525	30,613
American Airlines Group, Inc.	106,324	3,049
AMETEK, Inc.	71,229	7,104
Arconic, Inc.	133,483	4,107
C.H. Robinson Worldwide, Inc.	41,256	3,226
Caterpillar, Inc.	166,768	24,629
Cintas Corp.	29,534	7,947
Copart, Inc. (a)	69,382	6,310
CoStar Group, Inc. (a) (c)	11,175	6,686
CSX Corp.	219,353	15,872
Cummins, Inc.	47,235	8,453
Deere & Co.	92,949	16,105
Delta Air Lines, Inc.	188,795	11,040
Dover Corp.	45,265	5,217
Eaton Corp. PLC	128,814	12,201

See notes to financial statements.

(Amounts in Thousands, Except for Shares)

Security Description	Shares	Value
Emerson Electric Co.	183,816	\$ 14,018
Equifax, Inc.	33,758	4,730
Expeditors International of Washington, Inc.	51,948	4,053
Fastenal Co.	176,828	6,534
FedEx Corp.	74,453	11,258
Fortive Corp.	74,897	5,721
General Dynamics Corp.	70,220	12,383
General Electric Co.	2,520,826	28,132
HEICO Corp., Class A	21,121	1,891
Honeywell International, Inc.	217,959	38,579
IDEX Corp.	19,958	3,433
Illinois Tool Works, Inc.	89,607	16,096
J.B. Hunt Transport Services, Inc.	23,072	2,694
Jacobs Engineering Group, Inc.	38,898	3,494
Johnson Controls International PLC	281,872	11,475
Kansas City Southern	30,885	4,730
L3Harris Technologies, Inc.	63,807	12,625
Lennox International, Inc.	9,731	2,374
Lockheed Martin Corp.	86,967	33,863
Lyft, Inc., Class A (a)	10,565	455
Masco Corp.	88,525	4,248
Norfolk Southern Corp.	79,537	15,441
Northrop Grumman Corp.	46,986	16,162
Old Dominion Freight Line, Inc.	19,375	3,677
PACCAR, Inc.	107,773	8,525
Parker-Hannifin Corp.	39,608	8,152
Raytheon Co.	86,773	19,067
Republic Services, Inc., Class A	62,807	5,629
Rockwell Automation, Inc.	35,625	7,220
Rollins, Inc.	50,478	1,674
Roper Technologies, Inc.	29,011	10,277
Southwest Airlines Co.	131,189	7,082
Stanley Black & Decker, Inc.	47,366	7,850
Teledyne Technologies, Inc. (a)	10,766	3,731
Textron, Inc.	55,403	2,471
The Boeing Co.	171,672	55,925
TransDigm Group, Inc.	14,929	8,360
TransUnion	51,262	4,389
Uber Technologies, Inc. (a)	363,676	10,816
Union Pacific Corp.	209,480	37,872
United Airlines Holdings, Inc. (a)	63,908	5,630
United Parcel Service, Inc., Class B	208,423	24,398
United Technologies Corp.	263,277	39,429
Verisk Analytics, Inc., Class A	51,061	7,625
W.W. Grainger, Inc. (b)	14,841	5,024
Wabtec Corp.	48,411	3,766
Waste Management, Inc.	130,801	14,906
Xylem, Inc.	52,568	4,142
		724,585

See notes to financial statements.

(Amounts in Thousands, Except for Shares)

Security Description	Shares	Value
Information Technology (23.7%):		
Adobe, Inc. (a)	147,662	\$ 48,701
Advanced Micro Devices, Inc. (a)	347,003	15,914
Akamai Technologies, Inc. (a)	50,354	4,350
Amphenol Corp., Class A	78,771	8,526
Analog Devices, Inc.	105,098	12,490
ANSYS, Inc. (a)	26,667	6,864
Apple, Inc.	1,369,933	402,280
Applied Materials, Inc.	263,600	16,090
Arista Networks, Inc. (a)	19,295	3,925
Autodesk, Inc. (a)	63,510	11,652
Automatic Data Processing, Inc.	130,570	22,262
Booz Allen Hamilton Holdings Corp.	40,519	2,882
Broadcom, Inc.	97,580	30,837
Broadridge Financial Solutions, Inc.	35,347	4,367
Cadence Design Systems, Inc. (a)	86,512	6,000
CDW Corp.	44,299	6,328
Cisco Systems, Inc.	1,321,875	63,396
Citrix Systems, Inc.	40,149	4,453
Cognizant Technology Solutions Corp., Class A	167,028	10,359
Corning, Inc.	239,652	6,976
CrowdStrike Holdings, Inc., Class A (a)	6,051	302
Dell Technologies, Inc., Class C (a)	65,991	3,391
EPAM Systems, Inc. (a)	17,133	3,635
Fair Isaac Corp. (a)	8,644	3,239
Fidelity National Information Services, Inc.	185,460	25,796
Fiserv, Inc. (a)	169,482	19,597
FleetCor Technologies, Inc. (a)	23,340	6,715
Fortinet, Inc. (a)	47,123	5,031
Gartner, Inc. (a)	27,286	4,205
Global Payments, Inc.	87,735	16,017
GoDaddy, Inc., Class A (a)	20,493	1,392
Hewlett Packard Enterprises Co.	373,496	5,924
HP, Inc.	447,178	9,190
Intel Corp.	1,326,910	79,416
International Business Machines Corp.	270,152	36,211
Intuit, Inc.	73,427	19,233
Jack Henry & Associates, Inc.	20,693	3,014
Keysight Technologies, Inc. (a)	52,911	5,430
KLA Corp.	45,545	8,115
Lam Research Corp.	42,351	12,383
Leidos Holdings, Inc.	42,718	4,182
Marvell Technology Group Ltd.	156,191	4,149
Mastercard, Inc., Class A	282,856	84,457
Maxim Integrated Products, Inc.	72,782	4,477
Microchip Technology, Inc.	68,194	7,141
Micron Technology, Inc. (a)	345,312	18,571
Microsoft Corp. (c)	2,302,045	363,033
Motorola Solutions, Inc.	52,264	8,422
NetApp, Inc.	50,903	3,169

See notes to financial statements.

(Amounts in Thousands, Except for Shares)

Security Description	Shares	Value
NortonLifeLock, Inc.	171,715	\$ 4,382
NVIDIA Corp.	186,683	43,927
Okta, Inc. (a)	11,488	1,325
Oracle Corp.	699,825	37,077
Palo Alto Networks, Inc. (a) (c)	29,559	6,836
Paychex, Inc.	97,446	8,289
Paycom Software, Inc. (a)	16,473	4,361
PayPal Holdings, Inc. (a)	362,023	39,160
QUALCOMM, Inc.	355,795	31,392
RingCentral, Inc., Class A (a)	18,937	3,194
Salesforce.com, Inc. (a)	261,840	42,586
ServiceNow, Inc. (a) (c)	57,530	16,242
Skyworks Solutions, Inc.	49,735	6,012
Splunk, Inc. (a)	42,461	6,359
Square, Inc., Class A (a)	72,851	4,558
SS&C Technologies Holdings, Inc.	67,140	4,122
Synopsys, Inc. (a)	43,391	6,040
Texas Instruments, Inc.	263,679	33,827
The Trade Desk, Inc., Class A (a)	9,443	2,453
The Western Union Co.	96,260	2,578
Twilio, Inc., Class A (a)	23,177	2,278
Tyler Technologies, Inc. (a)	10,997	3,299
Universal Display Corp.	11,280	2,324
VeriSign, Inc. (a)	31,963	6,159
Visa, Inc., Class A	546,603	102,706
VMware, Inc., Class A (a)	24,160	3,667
Western Digital Corp.	91,695	5,820
Workday, Inc., Class A (a)	29,165	4,796
Xilinx, Inc.	77,532	7,580
Zebra Technologies Corp. (a)	16,271	4,156
Zoom Video Communications, Inc. (a)	7,149	486
		<u>1,902,480</u>
Materials (1.9%):		
Air Products & Chemicals, Inc.	67,963	15,971
Avery Dennison Corp.	23,828	3,117
Ball Corp.	92,276	5,968
Celanese Corp., Series A	35,285	4,344
CF Industries Holdings, Inc.	59,906	2,860
Corteva, Inc.	233,199	6,893
Dow, Inc.	228,616	12,512
DuPont de Nemours, Inc.	228,403	14,663
Ecoblab, Inc.	84,143	16,239
FMC Corp.	35,711	3,565
Freeport-McMoRan, Inc.	433,064	5,682
International Flavors & Fragrances, Inc. (b)	26,617	3,434
International Paper Co.	120,896	5,567
Martin Marietta Materials, Inc.	19,475	5,446
Newmont Goldcorp Corp.	250,081	10,866
Nucor Corp.	84,536	4,758
Packaging Corp. of America	27,322	3,060

See notes to financial statements.

(Amounts in Thousands, Except for Shares)

Security Description	Shares	Value
PPG Industries, Inc.	71,354	\$ 9,525
Southern Copper Corp.	27,893	1,185
The Sherwin-Williams Co.	27,249	15,901
Vulcan Materials Co.	39,505	5,688
		<u>157,244</u>
Real Estate (3.3%):		
Alexandria Real Estate Equities, Inc.	35,881	5,798
American Tower Corp.	138,019	31,720
AvalonBay Communities, Inc.	45,809	9,606
Boston Properties, Inc.	47,672	6,572
Camden Property Trust	31,760	3,370
CBRE Group, Inc., Class A (a)	103,210	6,326
Crown Castle International Corp.	129,552	18,416
Digital Realty Trust, Inc.	68,460	8,197
Duke Realty Investments, Inc.	120,562	4,180
Equinix, Inc.	27,971	16,327
Equity LifeStyle Properties, Inc.	59,722	4,204
Equity Residential	115,713	9,363
Essex Property Trust, Inc.	21,675	6,521
Extra Space Storage, Inc.	42,479	4,487
Federal Realty Investment Trust	23,285	2,997
Healthpeak Properties, Inc.	162,343	5,596
Host Hotels & Resorts, Inc.	235,232	4,364
Invitation Homes, Inc.	165,984	4,975
Mid-America Apartment Communities, Inc.	37,413	4,933
Prologis, Inc.	207,211	18,471
Public Storage	50,992	10,859
Realty Income Corp.	98,348	7,241
Regency Centers Corp.	52,212	3,294
SBA Communications Corp.	36,933	8,900
Simon Property Group, Inc.	101,030	15,049
Sun Communities, Inc.	30,399	4,563
UDR, Inc.	96,121	4,489
Ventas, Inc.	122,256	7,059
VEREIT, Inc.	332,688	3,074
VICI Properties, Inc.	48,387	1,236
Vornado Realty Trust	56,964	3,788
W.P. Carey, Inc.	56,506	4,523
Welltower, Inc.	133,087	10,884
Weyerhaeuser Co.	217,520	6,569
		<u>267,951</u>
Utilities (3.3%):		
AES Corp.	191,624	3,814
Alliant Energy Corp.	74,620	4,083
Ameren Corp.	76,662	5,888
American Electric Power Co., Inc.	152,294	14,393
American Water Works Co., Inc.	55,736	6,847
Aqua America, Inc.	65,131	3,057
Atmos Energy Corp.	34,838	3,897

See notes to financial statements.

(Amounts in Thousands, Except for Shares)

Security Description	Shares	Value
Avangrid, Inc.	18,243	\$ 933
CenterPoint Energy, Inc.	154,850	4,223
CMS Energy Corp.	77,272	4,856
Consolidated Edison, Inc.	101,404	9,174
Dominion Energy, Inc.	256,473	21,240
DTE Energy Co.	52,928	6,874
Duke Energy Corp.	228,333	20,826
Edison International	104,682	7,894
Entergy Corp.	57,468	6,885
Evergy, Inc.	70,266	4,574
Eversource Energy	93,450	7,950
Exelon Corp.	302,906	13,809
FirstEnergy Corp.	166,587	8,096
NextEra Energy, Inc.	142,682	34,553
NiSource, Inc.	98,017	2,729
NRG Energy, Inc.	78,396	3,116
Pinnacle West Capital Corp.	33,552	3,017
PPL Corp.	222,923	7,998
Public Service Enterprise Group, Inc.	142,654	8,424
Sempra Energy	72,120	10,925
The Southern Co.	326,782	20,816
UGI Corp.	63,071	2,848
Vistra Energy Corp.	134,285	3,087
WEC Energy Group, Inc.	96,219	8,874
Xcel Energy, Inc.	149,638	9,501
		<u>275,201</u>
Total Common Stocks (Cost \$3,310,146)		8,105,215
Collateral for Securities Loaned (0.1%)[^]		
HSBC U.S. Government Money Market Fund, I Shares, 1.53% (d)	95,996	96
Invesco Government & Agency Portfolio, Institutional Shares, 1.51% (d)	10,022,532	10,023
Total Collateral for Securities Loaned (Cost \$10,119)		10,119
Total Investments (Cost \$3,320,265) — 99.6%		8,115,334
Other assets in excess of liabilities — 0.4%		34,225
NET ASSETS — 100.00%		\$8,149,559

[^] Purchased with cash collateral from securities on loan.

(a) Non-income producing security.

(b) All or a portion of this security is on loan.

(c) All or a portion of this security has been designated as collateral for futures contracts.

(d) Rate disclosed is the daily yield on December 31, 2019.

PLC — Public Limited Company

See notes to financial statements.

Futures Contracts Purchased
(Amounts not in thousands)

	Number of Contracts	Expiration Date	Notional Amount	Value	Unrealized Appreciation (Depreciation)
E-Mini S&P 500 Futures	229	3/20/20	\$36,181,300	\$36,996,095	<u>\$814,795</u>
					Total unrealized appreciation
					\$814,795
					Total unrealized depreciation
					—
					Total net unrealized appreciation(depreciation)
					<u>\$814,795</u>

See notes to financial statements.

Statement of Assets and Liabilities

USAA Mutual Funds Trust

December 31, 2019

(Amounts in Thousands, Except Per Share Amounts)

	USAA 500 Index Fund
Assets:	
Investments, at value (Cost \$3,320,265)	\$8,115,334(a)
Cash and cash equivalents	28,129
Deposits with brokers for futures contracts	8,717
Receivables:	
Interest and dividends	8,209
Capital shares issued	4,968
Variation margin on open futures contracts	88
From Adviser	516
Prepaid expenses	85
Total assets	8,166,046
Liabilities:	
Payables:	
Collateral received on loaned securities	10,119
Capital shares redeemed	4,759
Variation margin on open futures contracts	1
Accrued expenses and other payables:	
Investment advisory fees	681
Administration fees	409
Custodian fees	81
Transfer agent fees	268
Compliance fees	4
Trustees' fees	—(b)
Other accrued expenses	165
Total liabilities	16,487
Net Assets:	
Capital	3,340,560
Total distributable earnings/(loss)	4,808,999
Net assets	\$8,149,559
Net Assets	
Member Shares	\$3,603,465
Reward Shares	4,546,094
Total	\$8,149,559
Shares (unlimited number of shares authorized with no par value):	
Member Shares	82,022
Reward Shares	103,429
Total	185,451
Net asset value, offering and redemption price per share: (c)	
Member Shares	\$ 43.93
Reward Shares	\$ 43.95

(a) Includes \$9,985 of securities on loan.

(b) Rounds to less than \$1.

(c) Per share amount may not recalculate due to rounding of net assets and/or shares outstanding.

See notes to financial statements.

Statement of Operations

For the Year Ended December 31, 2019

USAA Mutual Funds Trust

(Amounts in Thousands)

	USAA 500 Index Fund
Investment Income:	
Dividends	\$ 147,280
Interest	2,117
Securities lending (net of fees)	308
Total Income	149,705
Expenses:	
Investment advisory fees	7,539
Administration fees — Member Shares	2,030
Administration fees — Reward Shares	2,494
Sub-Administration fees	5
Professional fees	29
Custodian fees	211
Transfer agent fees — Member Shares	2,849
Transfer agent fees — Reward Shares	359
Trustees' fees	41
Compliance fees	26
Legal and audit fees	203
State registration and filing fees	137
Other expenses	410
Total Expenses	16,333
Expenses waived/reimbursed by Adviser	(862)
Expenses waived/reimbursed by AMCO	(785)
Net Expenses	14,686
Net Investment Income (Loss)	135,019
Realized/Unrealized Gains (Losses) from Investments:	
Net realized gains (losses) from investment securities	259,800
Net realized gains (losses) from futures contracts	24,021
Net change in unrealized appreciation/depreciation on investment securities	1,588,159
Net change in unrealized appreciation/depreciation on futures contracts	6,016
Net realized/unrealized gains (losses) on investments	1,877,996
Change in net assets resulting from operations	\$2,013,015

See notes to financial statements.

(Amounts in Thousands)

	USAA 500 Index Fund	
	Year Ended December 31, 2019	Year Ended December 31, 2018
From Investments:		
Operations:		
Net investment income (loss)	\$ 135,019	\$ 128,996
Net realized gains (losses) from investments	283,821	97,464
Net change in unrealized appreciation/depreciation on investments	1,594,175	(540,885)
Change in net assets resulting from operations	2,013,015	(314,425)
Distributions to Shareholders:		
Member Shares	(136,678)	(88,990)
Reward Shares	(262,717)	(110,893)
Change in net assets resulting from distributions to shareholders	(399,395)	(199,883)
Change in net assets resulting from capital transactions	(28,801)	156,947
Capital Contribution from USAA Transfer Agency Company	—	15
Change in net assets	1,584,819	(357,346)
Net Assets:		
Beginning of period	6,564,740	6,922,086
End of period	\$8,149,559	\$6,564,740
Capital Transactions:		
Member Shares		
Proceeds from shares issued	\$ 521,545	\$ 551,000
Distributions reinvested	174,935	87,909
Cost of shares redeemed	(779,152)	(745,171)
Total Member Shares	\$ (82,672)	\$ (106,262)
Reward Shares		
Proceeds from shares issued	\$ 519,941	\$ 600,865
Distributions reinvested	212,589	106,388
Cost of shares redeemed	(678,659)	(444,044)
Total Reward Shares	\$ 53,871	\$ 263,209
Change in net assets resulting from capital transactions	\$ (28,801)	\$ 156,947
Share Transactions:		
Member Shares		
Issued	12,769	14,167
Reinvested	4,088	2,341
Redeemed	(18,810)	(19,008)
Total Member Shares	(1,953)	(2,500)
Reward Shares		
Issued	12,496	15,303
Reinvested	4,967	2,831
Redeemed	(16,390)	(11,444)
Total Reward Shares	1,073	6,690
Change in Shares	(880)	4,190

See notes to financial statements.

For a Share Outstanding Throughout Each Period

	Net Asset Value, Beginning of Period	Investment Activities			Distributions to Shareholders From	
		Net Income (Loss)	Net Realized and Unrealized Gains (Losses) on Investments	Total from Investment Activities	Net Investment Income	Net Realized Gains From Investments
USAA 500 Index Fund						
Member Shares						
Year Ended						
December 31, 2019	\$35.22	0.71(b)	10.19	10.90	(0.72)	(1.47)
Year Ended						
December 31, 2018	\$38.00	0.68	(2.40)	(1.72)	(0.66)	(0.40)
Year Ended						
December 31, 2017	\$31.81	0.59	6.21	6.80	(0.59)	(0.02)
Year Ended						
December 31, 2016	\$29.18	0.58	2.80	3.38	(0.61)	(0.14)
Year Ended						
December 31, 2015	\$29.41	0.56	(0.24)	0.32	(0.52)	(0.03)
Reward Shares						
Year Ended						
December 31, 2019	\$35.24	0.75(b)	10.19	10.94	(0.76)	(1.47)
Year Ended						
December 31, 2018	\$38.01	0.71	(2.38)	(1.67)	(0.70)	(0.40)
Year Ended						
December 31, 2017	\$31.82	0.61	6.22	6.83	(0.62)	(0.02)
Year Ended						
December 31, 2016	\$29.19	0.60	2.81	3.41	(0.64)	(0.14)
Year Ended						
December 31, 2015	\$29.42	0.59	(0.24)	0.35	(0.55)	(0.03)

* Assumes reinvestment of all net investment income and realized capital gain distributions, if any, during the period; does not reflect \$10 annual account maintenance fee. Includes adjustments in accordance with U.S. generally accepted accounting principles and could differ from the Lipper reported return.

^ The net expense ratio may not correlate to the applicable expense limits in place during the period since the current contractual expense limitation is applied for a two-year period beginning July 1, 2019, and in effect through June 30, 2021, instead of coinciding with the Fund's fiscal year end. Details of the current contractual expense limitation in effect can be found in Note 5 of the accompanying Notes to Financial Statements.

(a) Portfolio turnover is calculated on the basis of the Fund as a whole without distinguishing between the classes of shares issued.

(b) Per share net investment income (loss) has been calculated using the average daily shares method.

See notes to financial statements.

For a Share Outstanding Throughout Each Period

Total Distributions	Net Asset Value, End of Period	Total Return*	Ratios to Average Net Assets			Supplemental Data	
			Net Expenses [^]	Net Investment Income (Loss)	Gross Expenses	Net Assets, End of Period (000's)	Portfolio Turnover(a)
(2.19)	\$43.93	31.19%	0.25%	1.73%	0.26%	\$3,603,465	13%
(1.06)	\$35.22	(4.65)%	0.25%	1.75%	0.26%	\$2,957,995	4%
(0.61)	\$38.00	21.53%	0.25%	1.71%	0.27%	\$3,285,829	3%
(0.75)	\$31.81	11.70%	0.25%	1.95%	0.28%	\$2,962,450	4%
(0.55)	\$29.18	1.13%	0.25%	1.88%	0.28%	\$2,777,361	4%
(2.23)	\$43.95	31.29%	0.15%	1.83%	0.18%	\$4,546,094	13%
(1.10)	\$35.24	(4.53)%	0.15%	1.85%	0.18%	\$3,606,745	4%
(0.64)	\$38.01	21.64%	0.15%	1.81%	0.18%	\$3,636,257	3%
(0.78)	\$31.82	11.79%	0.15%	2.04%	0.18%	\$3,010,831	4%
(0.58)	\$29.19	1.23%	0.15%	1.99%	0.18%	\$2,613,832	4%

See notes to financial statements.

1. Organization:

USAA Mutual Funds Trust (the "Trust") is organized as a Delaware statutory trust and is registered under the Investment Company Act of 1940, as amended (the "1940 Act"), as an open-end investment company. The Trust is comprised of 47 funds and is authorized to issue an unlimited number of shares, which are units of beneficial interest with no par value.

The accompanying financial statements are those of the USAA 500 Index Fund (the "Fund"). The Fund offers two classes of shares: Member Shares and Reward Shares. The Fund is classified as diversified under the 1940 Act.

Each class of shares of the Fund has substantially identical rights and privileges except with respect to fees paid under distribution plans, expenses allocable exclusively to each class of shares, voting rights on matters solely affecting a single class of shares, and the exchange privilege of each class of shares.

On November 6, 2018, United Services Automobile Association ("USAA"), the parent company of USAA Asset Management Company ("AMCO"), 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 Capital Holdings Inc., a global investment management firm headquartered in Cleveland, Ohio (the "Transaction"). The Transaction closed 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 Management Inc. ("VCM" or "Adviser"). Effective July 1, 2019, VCM replaced AMCO as the investment adviser to the Fund and Victory Capital Transfer Agency Company replaced SAS as the Fund's transfer agent. In addition, effective on that same date, 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.

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 Fund. In addition, in the normal course of business, the Fund enters into contracts with its vendors and others that provide for general indemnifications. The Fund's maximum exposure under these arrangements is unknown, as this would involve future claims that may be made against the Fund. However, based on experience, the Fund expects that risk of loss to be remote.

2. Significant Accounting Policies:

The following is a summary of significant accounting policies followed by the Trust in the preparation of its financial statements. The policies are in conformity with accounting principles generally accepted in the United States of America ("GAAP"). The preparation of financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of income and expenses for the period. Actual results could differ from those estimates. The Fund follows the specialized accounting and reporting requirements under GAAP that are applicable to investment companies under Accounting Standards Codification Topic 946.

Investment Valuation:

The Fund records investments at fair value. 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 valuation techniques described below maximize the use of observable inputs and minimize the use of unobservable inputs in determining fair value. The inputs used for valuing the Fund's investments are summarized in the three broad levels listed below:

- Level 1 — quoted prices in active markets for identical securities
- Level 2 — other significant observable inputs (including quoted prices for similar securities or interest rates applicable to those securities, etc.)

- Level 3 — significant unobservable inputs (including the Fund’s own assumptions in determining the fair value of investments)

Changes in valuation techniques may result in transfers in or out of an assigned level within the disclosure hierarchy. The inputs or methodologies used for valuation techniques are not necessarily an indication of the risk associated with entering into those investments.

The Trust’s Board of Trustees (the “Board”) has established the Pricing and Liquidity Committee (the “Committee”) subject to Board oversight, the Committee administers and oversees the Fund’s valuation policies and procedures, which are approved by the Board.

Portfolio securities listed or traded on securities exchanges, including exchange-traded funds (“ETFs”), American Depositary Receipts (“ADRs”) and Rights, are valued at the closing price on the exchange or system where the security is principally traded, if available, or the over-the-counter markets, are valued at the last sales price or official closing price. If there have been no sales for that day on the exchange or system, then a security is valued at the last available bid quotation on the exchange or system where the security is principally traded. In each of these situations, valuations typically are categorized as Level 1 in the fair value hierarchy.

Investments in open-end investment companies are valued at net asset value. These valuations typically are categorized as Level 1 in the fair value hierarchy.

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 last sale on the prior trading date. These valuations typically are categorized as Level 1 in the fair value hierarchy.

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. These valuations typically are categorized as Level 2 or Level 3 in the fair value hierarchy, based on the observability of inputs used to determine the fair value. 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 net asset value (“NAV”) to be more reliable than it otherwise would be.

A summary of the valuations as of December 31, 2019, based upon the three levels defined above, is included in the table below while the breakdown, by category, of investments is disclosed in the Schedule of Portfolio Investments (amounts in thousands):

	Level 1	Level 2	Level 3	Total
Common Stocks	\$8,105,215	\$—	\$—	\$8,105,215
Collateral for Securities Loaned	10,119	—	—	10,119
Total	<u>\$8,115,334</u>	<u>\$—</u>	<u>\$—</u>	<u>\$8,115,334</u>
Other Financial Investments[^]:				
Assets:				
Futures Contracts	815	—	—	815
Total	<u>\$ 815</u>	<u>\$—</u>	<u>\$—</u>	<u>\$ 815</u>

[^] Futures Contracts are valued at the unrealized appreciation (depreciation) on the investment.

For the year ended December 31, 2019, there were no transfers in or out of the Level 3 fair value hierarchy.

Real Estate Investment Trusts (“REITs”):

The Fund may invest in REITs, which report information on the source of their distributions annually. REITs are pooled investment vehicles that invest primarily in income producing real estate or real estate related loans or interests (such as mortgages). Certain distributions received from REITs during the year are recorded as realized gains or return of capital as estimated by the Fund or when such information becomes known.

Investment Companies:

The Fund may invest in portfolios of open-end investment companies. These investment companies value securities in their portfolios for which market quotations are readily available at their market values (generally the last reported sale price) and all other securities and assets at their fair value by the methods established by the board of directors of the underlying funds.

Derivative Instruments:**Futures Contracts:**

The Fund may enter into contracts for the future delivery of securities or foreign currencies and futures contracts based on a specific security, class of securities, foreign currency or an index, and purchase or sell options on any such futures contracts. A futures contract on a securities index is an agreement obligating either party to pay, and entitling the other party to receive, while the contract is outstanding, cash payments based on the level of a specified securities index. No physical delivery of the underlying asset is made. The Fund may use futures contracts to gain exposure to, or hedge against, changes in the value of equities, interest rates, or foreign currencies. The acquisition of put and call options on futures contracts will give the Fund the right (but not the obligation), for a specified price, to sell or to purchase the underlying futures contract, upon exercise of the option, at any time during the option period. Futures transactions involve brokerage costs and require the Fund to segregate assets to cover contracts that would require it to purchase securities or currencies. A good faith margin deposit, known as initial margin, of cash or government securities with a broker or custodian is required to initiate and maintain open positions in futures contracts. Subsequent payments, known as variation margin, are made or received by the Fund based on the change in the market value of the position and are recorded as unrealized appreciation or depreciation until the contract is closed out, at which time the gain or loss is realized. The Fund may lose the expected benefit of futures transactions if interest rates, exchange rates or securities prices change in an unanticipated manner. Such unanticipated changes may also result in lower overall performance than if the Fund had not entered into any futures transactions. In addition, the value of the Fund's futures positions may not prove to be perfectly or even highly correlated with the value of its portfolio securities or foreign currencies, limiting the Fund's ability to hedge effectively against interest rate, exchange rate and/or market risk and giving rise to additional risks. There is no assurance of liquidity in the secondary market for purposes of closing out futures positions. With exchange-listed futures contracts, counterparty credit risk to the Fund is limited to the exchange's clearinghouse which, as counterparty to all exchange-traded futures contracts, guarantees the transactions against default from the actual counterparty to the transaction. The Fund's derivative agreements held at December 31, 2019, did not include master netting provisions.

Summary of Derivative Instruments:

The following table summarizes the fair values of derivative instruments on the Statement of Assets and Liabilities, categorized by risk exposure, as of December 31, 2019 (amounts in thousands):

	<u>Assets</u>
	<u>Variation Margin</u>
	<u>Receivable on Open</u>
	<u>Futures Contracts*</u>
Equity Risk Exposure:	\$815

* Includes cumulative appreciation/depreciation of futures contracts as reported on the Schedule of Portfolio Investments. Only current day's variation margin for futures contracts are reported within the Statement of Assets and Liabilities.

The following table presents the effect of derivative instruments on the Statement of Operations, categorized by risk exposure, for the year ended December 31, 2019 (amounts in thousands):

	<u>Net Realized Gains (Losses) on Derivatives Recognized as a Result from Operations</u>	<u>Net Change in Unrealized Appreciation/Depreciation on Derivatives Recognized as a Result of Operations</u>
	<u>Net Realized Gains (Losses) from Futures Contracts</u>	<u>Net Change in Unrealized Appreciation/Depreciation on Futures Contracts</u>
Equity Risk Exposure:	\$24,021	\$6,016

All open derivative positions at year end are reflected in the Fund's Schedule of Portfolio Investments. The underlying face value of open derivative positions relative to the Fund's net assets at year end is generally representative of the notional amount of open positions to net assets throughout the year.

Investment Transactions and Related Income:

Changes in holdings of investments are accounted for no later than one business day following the trade date. For financial reporting purposes, however, investment transactions are accounted for on trade date on the last business day of the reporting period. Interest income is determined on the basis of coupon interest accrued using the effective interest method which adjusts, where applicable, the amortization of premiums or accretion of discount. Gains or losses realized on sales of securities are determined by comparing the identified cost of the security lot sold with the net sales proceeds.

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. Borrowers are required to secure their loans for collateral in the amount of at least 102% of the value of U.S. securities loaned or at least 105% of the value of non-U.S. securities loaned, marked-to-market daily. Any collateral shortfalls associated with increases in the valuation of the securities loaned are cured the next business day once the shortfall exceeds \$100 thousand. 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, primarily open-end investment companies. 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. During the time portfolio securities are on loan, the borrower will pay the Fund any dividends or interest paid on such securities plus any fee negotiated between the parties to the lending agreement. The Fund also earns a return from the collateral. The Fund pays Citibank various fees in connection with the investment of cash collateral and fees based on the investment income received from securities lending activities. Securities lending income (net of these fees) is disclosed on the Statement of Operations. 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 Schedule of Portfolio Investments and Financial Statements while non-cash collateral is not included. The following table (amounts in thousands) is a summary of the Fund's securities lending transactions as of December 31, 2019.

<u>Value of Securities on Loan</u>	<u>Non-Cash Collateral</u>	<u>Cash Collateral</u>
\$9,985	\$—	\$10,119

Federal Income Taxes:

It is the Fund's policy to continue to qualify as a regulated investment company by complying with the provisions available to certain investment companies, as defined in applicable sections of the Internal Revenue Code, and to make distributions of net investment income and net realized gains sufficient to relieve it from all, or substantially all, federal income taxes. Accordingly, no provision for federal income taxes is required in the financial statements. The Fund has a tax year end of December 31.

Management of the Fund has reviewed tax positions taken in tax years that remain subject to examination by all major tax jurisdictions, including federal (i.e., the last four tax year ends and the interim tax period since then). Management believes that there is no tax liability resulting from unrecognized tax benefits related to uncertain tax positions taken.

Allocations:

Expenses directly attributable to the Fund are charged to the Fund, while expenses that are attributable to more than one fund in the Trust, or jointly with an affiliated trust, are allocated among the respective funds in the Trust and/or affiliated trust based upon net assets or another appropriate basis.

Income, expenses (other than class-specific expenses such as transfer agent fees, state registration fees, and printing fees), and realized and unrealized gains or losses on investments are allocated to each class of shares based on its relative net assets on the date income is earned or expenses and realized and unrealized gains and losses are incurred.

3. Purchases and Sales:

Cost of purchases and proceeds from sales/maturities of securities (excluding securities maturing less than one year from acquisition) for the year ended December 31, 2019 were as follows for the Fund (amounts in thousands):

Excluding U.S. Government Securities	
Purchases	Sales
\$992,944	\$1,149,964

There were no purchases and sales of U.S. government securities during the year ended December 31, 2019.

4. Affiliated Fund Ownership:

The Fund offers its shares for investment by other USAA funds. The USAA fund-of-funds do not invest in the underlying funds for the purpose of exercising management or control, and the affiliated fund-of-funds' annual and semi annual reports may be viewed at usaa.com. As of December 31, 2019, certain USAA fund-of-funds owned total outstanding shares of the Fund:

<u>Affiliated USAA Fund</u>	<u>Ownership %</u>
Cornerstone Conservative Fund	0.1
Cornerstone Equity Fund	0.3

5. Fees and Transactions with Affiliates and Related Parties:**Investment Advisory and Management Fees:**

Effective with the Transaction on July 1, 2019, investment advisory services are provided to the Fund by the Adviser, a New York corporation registered as an investment adviser with the Securities and Exchange Commission ("SEC"). The Adviser is a wholly-owned indirect subsidiary of Victory Capital Holdings, Inc., a publicly traded Delaware corporation, and a wholly-owned direct subsidiary of Victory Capital Operating, LLC. Under the terms of the Investment Advisory Agreement, the Adviser is entitled to receive fees accrued daily and paid monthly at an annual rate of 0.10% of the Fund's average daily

net assets. The amount incurred and paid to VCM from July 1, 2019 through December 31, 2019, was \$3,902 thousand and is reflected on the Statement of Operations as Investment Advisory fees.

Prior to the Transaction on July 1, 2019, AMCO provided investment management services to the Fund pursuant to an Advisory Agreement. Under this agreement, AMCO was responsible for managing the business and affairs of the Fund. The Manager was 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. The Manager entered into an Investment Subadvisory Agreement with Northern Trust Investments (NTI), under which NTI directed the investment and reinvestment of the Fund's assets (as allocated from time to time by the Manager). The Fund's investment management fee was accrued daily and paid monthly at an annualized rate of 0.10% of the Fund's average daily net assets. The amount incurred and paid to AMCO from January 1, 2019 through June 30, 2019 was \$3,637 thousand and reflected on the Statement of Operations as Investment Advisory fees.

Effective with the Transaction on July 1, 2019, the Trust relies on an exemptive order granted to VCM 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 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, Victory Capital's internal investment team, Victory Solutions, began managing the Fund's assets. NTI no longer serves as a subadviser to the Fund.

Administration and Servicing Fees:

Effective with the Transaction on July 1, 2019, VCM serves as the Fund's administrator and fund accountant. Under the Fund Administration, Servicing and Accounting Agreement, VCM is paid for its services an annual fee at a rate of 0.06% of average daily net assets of the Fund. Amounts incurred from July 1, 2019 through December 31, 2019, were \$1,049 and \$1,292 thousand for Member Shares and Reward Shares, respectively. These amounts are reflected on the Statement of Operations as Administration fees.

Prior to the Transaction on July 1, 2019, AMCO provided certain administration and servicing functions for the Fund. For such services, AMCO received a fee accrued daily and paid monthly at an annualized rate of 0.06% of average daily net assets of the Fund. Amounts incurred from January 1, 2019 through June 30, 2019, were \$981 and \$1,202 thousand for Member Shares and Reward Shares, respectively. These amounts are reflected on the Statement of Operations as Administration fees.

Effective with the Transaction on July 1, 2019, the Fund (as part of the Trust) has entered into an agreement to provide compliance services with the Adviser, pursuant to which the Adviser furnishes its compliance personnel, including the services of the Chief Compliance Officer ("CCO"), and other resources reasonably necessary to provide the Trust with compliance oversight services related to the design, administration and oversight of a compliance program for the Trust in accordance with Rule 38a-1 under the 1940 Act. The CCO is an employee of the Adviser, which pays the compensation of the CCO and support staff. Funds in the Trust, Victory Variable Insurance Funds, Victory Portfolios, and Victory Portfolios II (collectively, the "Victory Funds Complex") in the aggregate, compensate the Adviser for these services. The amount incurred during the period from July 1, 2019 to December 31, 2019, is reflected on the Statement of Operations as Compliance fees.

Effective with the Transaction on July 1, 2019, Citi Fund Services Ohio, Inc. ("Citi"), an affiliate of Citibank, acts as sub-administrator and sub-fund accountant to the Fund pursuant to a Sub-Administration and Sub-Fund Accounting Services Agreement between VCM and Citi. VCM pays Citi a fee for providing these services. The Trust reimburses VCM and Citi for all of their reasonable out-of-pocket expenses incurred in providing these services and certain other expenses specifically allocated to the Funds, under the Fund Administration, Servicing, and Accounting Agreement.

In addition to the services provided under its Administration and Servicing Agreement with the Fund, AMCO also provided certain compliance and legal services for the benefit of the Fund prior to the Transaction on July 1, 2019. The Board approved the reimbursement of a portion of these expenses incurred by AMCO.

Transfer Agency Fees:

Effective with the Transaction on July 1, 2019, Victory Capital Transfer Agency, Inc. (“VCTA”), (formerly, USAA Shareholder Account Services (“SAS”)), provides transfer agency services to the Fund. VCTA, an affiliate of the Adviser, provides transfer agent services based on an annual charge of \$20 per shareholder account plus out-of-pocket expenses. VCTA pays a portion of these fees to certain intermediaries for the administration and servicing of accounts that are held with such intermediaries. Amounts incurred and paid to VCTA from July 1, 2019 through December 31, 2019, were \$1,454 and \$191 thousand for Member Shares and Reward Shares, respectively. Amounts incurred and paid to SAS from January 1, 2019 through June 30, 2019, were \$1,395 and \$168 thousand for Member Shares and Reward Shares, respectively. These amounts are reflected on the Statement of Operations as Transfer Agent fees.

VCTA (formerly SAS) assesses a \$10 annual account maintenance fee to the Member Shares to allocate part of the fixed cost of maintaining shareholder accounts. This fee is charged directly to the shareholders’ accounts and does not impact the Fund. The fee is waived on accounts with balances of \$10 thousand or more.

Effective with the Transaction on July 1, 2019, FIS Investor Services LLC serves as sub-transfer agent and dividend disbursing agent for the Fund pursuant to a Sub-Transfer Agent Agreement between VCTA and FIS Investor Services LLC. VCTA provides FIS Investor Services LLC a fee for providing these services.

Distributor/Underwriting Services:

Effective with the Transaction on July 1, 2019, Victory Capital Advisers, Inc. (the “Distributor”), an affiliate of the Adviser, serves as distributor for the continuous offering of the shares of the Fund pursuant to a Distribution Agreement between the Distributor and the Trust.

Prior to the Transaction on July 1, 2019, USAA Investment Management Company provided exclusive underwriting and distribution of the Fund’s shares on a continuing, best-efforts basis.

Other Fees:

Prior to the Transaction on July 1, 2019, The Northern Trust Company served as the Fund’s accounting agent and custodian.

Effective July 1, 2019, Citibank, N.A., serves as the Fund’s custodian.

K&L Gates LLP provides legal services to the Trust.

Effective with the Transaction on July 1, 2019, the Adviser has entered into an expense limitation agreement with the Fund until at least June 30, 2021. Under the terms of the agreement, the Adviser has agreed to waive fees or reimburse certain expenses to the extent that ordinary operating expenses incurred by certain classes of the Fund in any fiscal year exceed the expense limit for such classes of the Fund. Such excess amounts will be the liability of the Adviser. Interest, taxes, brokerage commissions, other expenditures, which are capitalized in accordance with GAAP, and other extraordinary expenses not incurred in the ordinary course of the Fund’s business are excluded from the expense limits. Effective July 1, 2019 through December 31, 2019, the expense limits (excluding voluntary waivers) were 0.25% and 0.15% for Member Shares and Reward Shares, respectively.

Under this expense limitation agreement, the Fund has agreed to repay fees and expenses that were waived or reimbursed by the Adviser for a period up to three years after the fiscal year in which the waiver or reimbursement took place, subject to the lesser of any operating expense limits in effect at the time of: (a) the original waiver or expense reimbursement; or (b) the recoupment, after giving effect to the recoupment amount. As of December 31, 2019, the following amounts are available to be repaid to the Adviser (amounts in thousands). The amount repaid to the Adviser during the year ended is reflected on the Statement of Operations as “Expenses waived/reimbursed by Adviser.”

Expires 12/31/2022

\$862

The Adviser, may voluntarily waive or reimburse additional fees to assist the Fund in maintaining competitive expense ratios. Voluntary waivers and reimbursements applicable to the Fund are not available to be recouped at a future time. There were no voluntary waivers or reimbursements for the year ended December 31, 2019.

Prior to the Transaction on July 1, 2019, AMCO agreed, through April 30, 2020, to limit the total annual operating expenses of the Member Shares and Reward Shares to 0.25% and 0.15%, respectively, of average daily net assets, excluding extraordinary expenses and before reductions of any expenses paid indirectly, and to reimburse the Fund Shares and Institutional Share for all expenses in excess of those amounts. Effective with the Transaction on July 1, 2019, this expense limit is no longer in effect. For the period from January 1, 2019 through June 30, 2019, the Fund incurred reimbursements of \$785 thousand. This amount is reflected on the Statement of Operations as "Expenses waived/reimbursed by AMCO."

Certain officers and/or interested trustees of the Fund are also officers and/or employees of the Adviser, Administrator, Sub-Administrator, Sub-Fund Accountant, and Legal.

6. Risks:

The Fund may be subject to other risks in addition to these identified risks.

The equity securities in the Fund's portfolio are subject to stock market risk. A company's stock price in general may decline over short or even extended periods, regardless of the success or failure of the company's operations. Stock markets tend to run in cycles, with periods when stock prices generally go up and periods when stock prices generally go down. Equity securities tend to be more volatile than debt securities.

While the Fund attempts to match the Victory US Large Cap 500 Index as closely as possible, the ability of the Fund to meet its investment objective depends to some extent on the cash flow in and out of the Fund. The Fund's performance may be affected by factors such as the size of the Fund's portfolio, transaction costs, management fees and expenses, and brokerage commissions and fees. Changes in the Fund's cash flow may affect how closely the Fund will track the Victory US Large Cap 500 Index.

A Fund may invest in futures, options, and other types of derivatives. Risks associated with derivatives include the risk that the derivative is not well-correlated with the security, index, exchange-traded funds (ETFs), or currency to which it relates; the risk that the use of derivatives may not have the intended effects and may result in losses, underperformance, or missed opportunities; the risk that a Fund will be unable to sell the derivative because of an illiquid secondary market; the risk that a counterparty is unwilling or unable to meet its obligation; the risk of interest rate movements; and the risk that the derivatives transaction could expose a Fund to the effects of leverage, which could increase a Fund's market exposure, magnify investment risks and losses, and cause losses to be realized more quickly. There is no guarantee that derivative techniques will be employed or that they will work as intended, and their use could lower returns or even result in losses to a Fund.

7. Borrowing and Interfund Lending:

Line of Credit:

Effective with the Transaction on July 1, 2019, the Victory Funds Complex participates in a short-term, demand note "Line of Credit" agreement with Citibank. Under the agreement with Citibank, the Victory Funds Complex could borrow up to \$600 million, of which \$300 million is committed and \$300 million is uncommitted. \$40 million of the Line of Credit is reserved for use by the Victory Floating Rate Fund, another series of the Victory Funds Complex, with that Fund paying the related commitment fees for that amount. The purpose of the agreement is to meet temporary or emergency cash needs. Citibank receives an annual commitment fee of 0.15% on \$300 million for providing the Line of Credit. Each fund in the Victory Funds Complex pays a pro-rata portion of the commitment fees plus any interest (one month LIBOR plus one percent) on amounts borrowed. Interest charged to the Fund during the period is presented on the Statement of Operations under line of credit fees.

Prior to the Transaction on July 1, 2019, the line of credit among the Trust, with respect to its funds, and USAA Capital Corporation (“CAPCO”) terminated. For the period from January 1, 2019 to June 30, 2019, the Fund paid CAPCO facility fees of \$31 thousand.

The Fund had no borrowings under either agreement with Citibank or CAPCO during the year ended December 31, 2019.

Interfund Lending:

Effective with the Transaction on July 1, 2019, the Trust and Adviser rely on an exemptive order granted by the SEC in March 2017 (the “Order”), permitting the establishment and operation of an Interfund Lending Facility (the “Facility”). The Facility allows the Fund to directly lend and borrow money to or from any other Fund in the Victory Fund Complex relying upon the Order at rates beneficial to both the borrowing and lending funds. Advances under the Facility are allowed for temporary or emergency purposes. The interfund loan rate is determined, as specified in the Order, by averaging the current repurchase agreement rate and the current bank loan rate. As a Borrower, interest charged to the Fund during the period is presented on the Statement of Operations under Interest expense on Interfund lending. As a Lender, interest earned by the Fund during the period is reflected on the Statement of Operations under Income on Interfund lending.

The Fund did not utilize or participate in the Facility during the period from July 1, 2019 through December 31, 2019.

8. Federal Income Tax Information:

The Fund intends to distribute any net investment income quarterly. Distributable net realized gains, if any, are declared and paid at least annually.

The amounts of dividends from net investment income and distributions from net realized gains (collectively distributions to shareholders) are determined in accordance with federal income tax regulations, which may differ from GAAP. To the extent these “book/tax” differences are permanent in nature (e.g., net operating loss and distribution reclassification), such amounts are reclassified within the components of net assets based on their federal tax-basis treatment; temporary differences (e.g., wash sales) do not require reclassification. To the extent dividends and distributions exceed net investment income and net realized gains for tax purposes, they are reported as distributions of capital. Net investment losses incurred by the Fund may be reclassified as an offset to capital on the accompanying Statement of Assets and Liabilities.

The following permanent reclassifications were made between capital accounts to reflect the portion of the payment made to redeeming shareholders that was claimed as a distribution for income tax purposes during the year ended December 31, 2019 (amounts in thousands):

<u>Total Distributable Earnings/(Loss)</u>	<u>Capital</u>
\$(17,432)	\$17,432

The tax character of distributions paid during the tax years ended, as noted below, were as follows (total distributions paid may differ from the Statement of Changes in Net Assets because, for tax purposes, dividends are recognized when actually paid) (amounts in thousands):

<u>Year Ended December 31, 2019</u>			
<u>Distributions paid from</u>			
<u>Ordinary Income</u>	<u>Net Long-Term Capital Gains</u>	<u>Total Taxable Distributions</u>	<u>Total Distributions Paid</u>
\$155,666	\$243,729	\$399,395	\$399,395

Year Ended December 31, 2018			
Distributions paid from			
Ordinary Income	Net Long-Term Capital Gains	Total Taxable Distributions	Total Distributions Paid
\$133,314	\$66,569	\$199,883	\$199,883

As of the tax year ended December 31, 2019, the components of accumulated earnings (deficit) on a tax basis were as follows (amounts in thousands):

Undistributed Ordinary Income	Undistributed Long-Term Capital Gains	Accumulated Earnings	Unrealized Appreciation (Depreciation)*	Total Accumulated Earnings (Deficit)
\$9,407	\$28,709	\$38,116	\$4,770,883	\$4,808,999

* The difference between the book-basis and tax-basis of unrealized appreciation/depreciation is attributable primarily to tax deferral of losses on wash sales and REIT adjustments.

During the tax year ended December 31, 2019, the Fund had no capital loss carryforwards, for federal income tax purposes.

As of December 31, 2019, the cost basis for federal income tax purposes, gross unrealized appreciation, gross unrealized depreciation, and net unrealized appreciation (depreciation) for investments were as follows (amounts in thousands):

Cost of Investments for Federal Tax Purposes	Gross Unrealized Appreciation	Gross Unrealized Depreciation	Net Unrealized Appreciation (Depreciation)
\$3,344,451	\$4,891,582	\$(120,699)	\$4,770,883

Expense Example

As a shareholder of the Fund, you may incur two types of costs: (1) transaction costs, including account maintenance fees, and (2) ongoing costs, including management fees and other Fund expenses. These examples are intended to help you understand your ongoing costs (in dollars) of investing in the Fund and to compare these costs with the ongoing costs of investing in other mutual funds.

These examples are based on an investment of \$1,000 invested at the beginning of the period and held for the entire period from July 1, 2019 through December 31, 2019.

The **Actual Expense** figures in the table below provide information about actual account values and actual expenses. You may use the information below, together with the amount you invested, 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 table under the heading entitled "Actual Expenses Paid During Period" to estimate the expenses you paid on your account during this period.

The **Hypothetical Expense** figures in the table below provide 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 this 5% hypothetical example with the 5% hypothetical examples that appear in shareholder reports of other funds.

Please note the expenses shown in the table below are meant to highlight your ongoing costs only and do not reflect any transactional costs. If these transactional costs were included, your costs would have been higher.

	Beginning Account Value 7/1/19	Actual Ending Account Value 12/31/19	Hypothetical Ending Account Value 12/31/19	Actual Expenses Paid During Period 7/1/19- 12/31/19*	Hypothetical Expenses Paid During Period 7/1/19- 12/31/19*	Annualized Expense Ratio During Period 7/1/19- 12/31/19
Member Shares	\$1,000.00	\$1,107.80	\$1,023.95	\$1.33	\$1.28	0.25%
Reward Shares	1,000.00	1,108.30	1,024.45	0.80	0.77	0.15%

* Expenses are equal to the average account value multiplied by the Fund's annualized expense ratio multiplied by 184/365 (the number of days in the most recent fiscal half-year divided by the number of days in the fiscal year).

Proxy Voting and Portfolio Holdings Information

Proxy Voting:

Information regarding the policies and procedures the Fund uses to determine how to vote proxies relating to portfolio securities is available without charge, upon request, by calling (800) 539-3863. The information is also included in the Fund's Statement of Additional Information, which is available on the SEC's website at www.sec.gov.

Information relating to how the Fund voted proxies relating to portfolio securities held during the most recent 12 months ended June 30 is available on the SEC's website at www.sec.gov.

Availability of Schedules of Portfolio Investments:

The Trust files a complete list of Schedules of Portfolio Investments with the SEC for the first and third quarter of each fiscal year on Form N-PORT. Prior to the implementation of Form N-PORT, the trust filed a complete list of Schedules of Portfolio Investments with the SEC for the first and third quarters of each fiscal year on Form N-Q. Forms N-PORT and Forms N-Q are available on the SEC's website at www.sec.gov.

*(Unaudited)***Trustee and Officer Information****Board of Trustees:**

Overall responsibility for management of the Trust rests with the Board. The Trust is managed by the Board in accordance with the laws of the state of Delaware. There are currently 10 Trustees, eight of whom are not “interested persons” of the Trust within the meaning of that term under the 1940 Act (“Independent Trustees”) and two of whom is an “interested person” of the Trust within the meaning of that term under the 1940 Act (“Interested Trustee”). The Trustees, in turn, elect the officers of the Trust to actively supervise its day-to-day operations.

The following tables list the Trustees, their ages, position with the Trust, commencement of service, principal occupations during the past five years and any directorships of other investment companies or companies whose securities are registered under the Securities Exchange Act of 1934, as amended, or who file reports under that Act. Each Trustee oversees 47 portfolios in the Trust. Each Trustee’s address is 15935 La Cantera Pkwy, Building Two, San Antonio, TX, 78256. Pursuant to a policy adopted by the Board, the term of office for each Trustee shall be until the Independent Trustee reaches age 75 or an Interested 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 the other Trustees or the holders of a majority 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.

<u>Name and Date of Birth</u>	<u>Position Held with the Trust</u>	<u>Year Commenced Service</u>	<u>Principal Occupation During Past 5 Years</u>	<u>Other Directorships Held During Past 5 Years</u>
<i>Independent Trustees.</i>				
Jefferson C. Boyce, Born September 1957	Lead Independent Trustee, and Vice Chairman	2013	Senior Managing Director, New York Life Investments, LLC (1992-2012)	Westhab, Inc
John C. Walters, Born February 1962	Trustee	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 operation, financial, and investment risk.	Guardian Variable Products Trust (16 series), Lead Independent Director; Amerilife Holdings LLC, Director; Stadion Money Management; Director; University of North Carolina (Chapel Hill), Member Board of Governors.

(Unaudited)

Name and Date of Birth	Position Held with the Trust	Year Commenced Service	Principal Occupation During Past 5 Years	Other Directorships Held During Past 5 Years
Robert L. Mason, Ph.D., Born July 1946	Trustee	1997	Adjunct Professor in the Department of Management Science and Statistics in the College of Business at the University of Texas at San Antonio (since 2001); Institute Analyst, Southwest Research Institute (March 2002-January 2016)	None
Dawn M. Hawley, Born February 1954	Trustee	2014	Manager of Finance, Menil Foundation, Inc. (May 2007-June 2011), 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. (October 1987-January 2006)	None
Paul L. McNamara, Born July 1948	Trustee	2012	Director, Cantor Opportunistic Alternatives Fund, LLC (March 2010-February 2014), which is a closed-end fund of funds by Cantor Fitzgerald Investment Advisors, LLC	None

(Unaudited)

Name and Date of Birth	Position Held with the Trust	Year Commenced Service	Principal Occupation During Past 5 Years	Other Directorships Held During Past 5 Years
Richard Y. Newton III, Born January 1956	Trustee	2017	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 (December 2015-present); Executive Director, The Union League Club of New York (June 2014-November 2015); Executive Vice President, Air Force Association (August 2012-May 2014); Lieutenant General, United States Air Force (January 2008-June 2012)	None
Barbara B. Ostdiek, Ph.D., Born March 1964	Trustee	2008	Senior Associate Dean of Degree Programs at Jesse H. Jones Graduate School of Business at Rice University (since 2013); Associate Professor of Finance at Jessie H. Jones Graduate School of Business at Rice University (since 2001)	None
Michael F. Reimherr, Born August 1945	Trustee	2000	President of Reimherr Business Consulting (May 1995-December 2017); St. Mary's University Investment Committee overseeing University Endowment (since 2014)	None

(Unaudited)

Name and Date of Birth	Position Held with the Trust	Year Commenced Service	Principal Occupation During Past 5 Years	Other Directorships Held During Past 5 Years
<i>Interested Trustees.</i>				
David C. Brown, ** Born May 1972	Trustee	2019	Chairman and Chief Executive Officer (since 2013), Co-Chief Executive Officer (2011-2013), Victory Capital Management Inc.; Chairman and Chief Executive Officer, Victory Capital Holdings, Inc. (since 2013). 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	Trustee, Victory Portfolios (42 series), Victory Portfolios II (26 series), Victory Variable Insurance Funds (9 series)

(Unaudited)

Name and Date of Birth	Position Held with the Trust	Year Commenced Service	Principal Occupation During Past 5 Years	Other Directorships Held During Past 5 Years
Daniel S. McNamara, ** Born June 1966	Trustee and Chair of the Board of Trustees	2012	Trustee, President, and Vice Chairman of USAA ETF Trust (June 2017-June 2019); President of Financial Advice & Solutions Group (FASG), USAA (since 2013); Director, IMCO (September 2009-April 2014); President, AMCO (August, 2011-April 2013); Senior Vice President of USAA Financial Planning Services Insurance Agency, Inc. (FPS) (since 2011) Director of USAA Investment Management Company (IMCO) (since 2009); Chairman of Board of IMCO (since 2013); Director of USAA Asset Management Company (AMCO), (August 2011-June 2019); President and Director of USAA Shareholder Account Services (SAS) (October 2009-June 2019); Director and Vice Chairman of FPS (since 2013); President and Director of USAA Investment Corporation (ICORP) (since 2010); Chairman of Board of ICORP (since 2013); Director of USAA Financial Advisors, Inc. (FAI) (since 2013); Chairman of Board of FAI (since 2015). Mr. McNamara brings to the Board extensive experience in the financial services industry, including experience as an officer of the Trust.	None

** Mr. McNamara and Mr. Brown are “Interested Persons” by reason of their relationships with the Adviser.

The Statement of Additional Information includes additional information about the Trustees of the Trust and is available, without charge, on the SEC’s website at www.sec.gov and/or by calling (800)-539-3863.

(Unaudited)

Officers:

The officers of the Trust, their ages, commencement of service and their principal occupations during the past five years, are detailed in the following table. Each officer serves until the earlier of his or her resignation, removal, retirement, death, or the election of a successor. The mailing address of each officer of the Trust is 15935 La Cantera Pkwy, Building Two, San Antonio, TX, 78256. The officers of the Trust receive no compensation directly from the Trust for performing the duties of their offices.

Name and Date of Birth	Position with the Trust	Year Commenced Service	Principal Occupation During Past 5 Years
<i>Interested Officers.</i>			
Christopher K. Dyer, Born February 1962	President	2019	Director of Fund Administration, Victory Capital (2004-present)
Scott A Stahorsky, Born July 1969	Vice President	2019	Manager, Fund Administration, Victory Capital (since 2015); Senior Analyst, Fund Administration, Victory Capital (prior to 2015)
James K. De Vries, Born April 1969	Treasurer, Principal Financial Officer	2018	Executive Director, Victory Capital Management Inc. (since 2019); Treasurer, USAA ETF Trust (September 2018-June 2019); Executive Director, Investment and Financial Administration, USAA (April 2012-June 2019); Assistant Treasurer, USAA ETF Trust (June 2017-September 2018); Assistant Treasurer, USAA Mutual Funds Trust (December 2013-February 2018)
Allan Shaer, Born March 1965	Assistant Treasurer	2019	Senior Vice President, Financial Administration, Citi Fund Services Ohio, Inc (since 2016); Vice President, Mutual Fund Administration, JP Morgan Chase (2011-2016)
Carol D. Trevino, Born October 1965	Assistant Treasurer	2018	Director, Accounting and Finance, Victory Capital Management Inc. (since 2019); Accounting/Financial Director, USAA (December 2013-June 2019); Assistant Treasurer, USAA ETF Trust (September 2018-June 2019).
Erin G. Wagner, Born February 1974	Secretary	2019	Deputy General Counsel, the Adviser (since 2013)
Charles Booth, Born April 1960	Anti-Money Laundering Compliance Officer and Identity Theft Officer	2019	Director, Regulatory Administration and CCO Support Services, Citi Fund Services Ohio, Inc.
Amy Campos, Born July 1976	Chief Compliance Officer	2019	Chief Compliance Officer, USAA Mutual Funds Trust (since 2019); Executive Director, Deputy Chief Compliance Officer, USAA Mutual Funds Trust and USAA ETF Trust (July 2017-June 2019); Compliance Director, USAA Mutual Funds Trust (2014-July 2017)

(Unaudited)

The following federal tax information related to the Fund's fiscal year ended December 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 December 31, 2019 (amounts in thousands):

Dividend Received Deduction (corporate shareholders)⁽¹⁾	Qualified Dividend Income (non-corporate shareholders)⁽¹⁾	Short-Term Capital Gain Distributions⁽²⁾	Long-Term Capital Gain Distributions⁽²⁾
<u>86%</u>	<u>85%</u>	<u>\$18,989</u>	<u>\$261,170</u>

⁽¹⁾ Presented as a percentage of net investment income.

⁽²⁾ Pursuant to Section 852 of the Internal Revenue Code.

Privacy Policy

Protecting the Privacy of Information

The Trust respects your right to privacy. We also know that you expect us to conduct and process your business in an accurate and efficient manner. To do so, we must collect and maintain certain personal information about you. This is the information we collect from you on applications or other forms, and from the transactions you make with us or third parties. It may include your name, address, social security number, account transactions and balances, and information about investment goals and risk tolerance.

We do not disclose any information about you or about former customers to anyone except as permitted or required by law. Specifically, we may disclose the information we collect to companies that perform services on our behalf, such as the transfer agent that processes shareholder accounts and printers and mailers that assist us in the distribution of investor materials. We may also disclose this information to companies that perform marketing services on our behalf. This allows us to continue to offer you Victory investment products and services that meet your investing needs, and to effect transactions that you request or authorize. These companies will use this information only in connection with the services for which we hired them. They are not permitted to use or share this information for any other purpose.

To protect your personal information internally, we permit access only by authorized employees and maintain physical, electronic and procedural safeguards to guard your personal information.*

* You may have received communications regarding information about privacy policies from other financial institutions which gave you the opportunity to “opt-out” of certain information sharing with companies which are not affiliated with that financial institution. The Trust does not share information with other companies for purposes of marketing solicitations for products other than the Trust. Therefore, the Trust does not provide opt-out options to their shareholders.

15935 La Cantera Pkwy
Building Two
San Antonio, Texas 78256



Visit our website at:
usaa.com

Call
(800) 235-8396