



MUTUAL FUNDS

JANUARY 31, 2020

# Semi Annual Report

## USAA Income Stock 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](http://usaa.com), and you will be notified by mail each time a report is posted and provided with a website link to access the report.

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

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

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Funds Trust

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*This report is for the information of the shareholders and others who have received a copy of the currently effective prospectus of the Fund, managed by 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.*

**Investment Objective & Portfolio Holdings:**

The USAA Income Stock Fund seeks current income with the prospect of increasing dividend income and the potential for capital appreciation.

**Top 10 Holdings\***

1/31/20

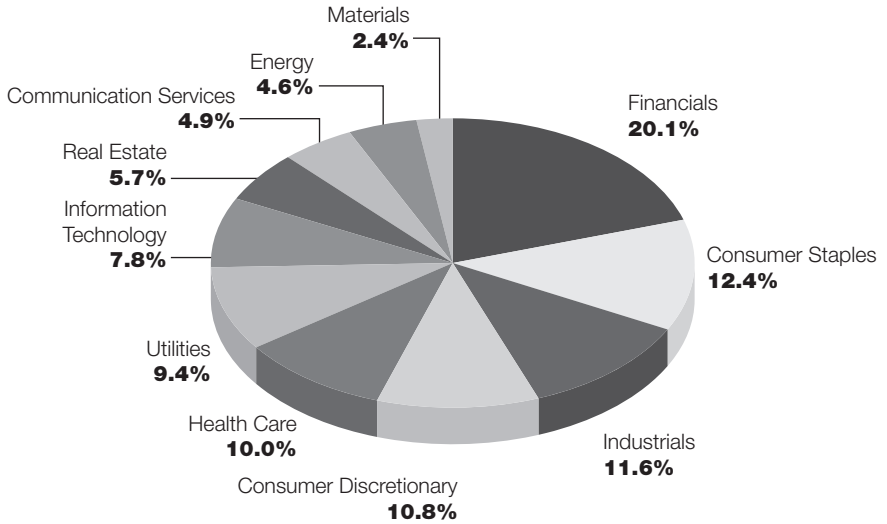
*(% of Net Assets)*

<i>Verizon Communications, Inc.</i>	3.1%
<i>The Procter &amp; Gamble Co.</i>	2.9%
<i>Johnson &amp; Johnson</i>	2.8%
<i>Walmart, Inc.</i>	2.7%
<i>Wells Fargo &amp; Co.</i>	1.8%
<i>The Home Depot, Inc.</i>	1.8%
<i>Exxon Mobil Corp.</i>	1.6%
<i>Merck &amp; Co., Inc.</i>	1.5%
<i>Lockheed Martin Corp.</i>	1.3%
<i>Medtronic PLC</i>	1.3%

\*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\*:  
1/31/20  
(% 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%.

(Amounts in Thousands, Except for Shares)

(Unaudited)

Security Description	Shares	Value
<b>Common Stocks (99.7%)</b>		
<b>Communication Services (4.9%):</b>		
Activision Blizzard, Inc. ....	18,720	\$ 1,095
AT&T, Inc. ....	230,545	8,673
Comcast Corp. Class A ....	416,284	17,979
Omnicom Group, Inc. ....	247,083	18,608
The Walt Disney Co. ....	41,467	5,735
Verizon Communications, Inc. ....	1,456,223	86,558
		<u>138,648</u>
<b>Consumer Discretionary (10.8%):</b>		
Best Buy Co., Inc. ....	302,771	25,642
Expedia Group, Inc. ....	84,900	9,207
Foot Locker, Inc. ....	177,705	6,747
Ford Motor Co. ....	1,820,979	16,061
Garmin Ltd. ....	41,297	4,004
General Motors Co. Class C ....	369,400	12,334
Genuine Parts Co. ....	148,422	13,888
H&R Block, Inc. ....	229,056	5,314
Kohl's Corp. ....	160,306	6,853
L Brands, Inc. ....	164,278	3,805
Las Vegas Sands Corp. ....	223,100	14,571
Lowe's Cos., Inc. ....	135,631	15,766
McDonald's Corp. ....	121,326	25,960
Nike, Inc. Class B ....	142,828	13,754
Starbucks Corp. ....	354,169	30,044
Target Corp. ....	302,900	33,543
The Gap, Inc. ....	390,927	6,806
The Home Depot, Inc. ....	218,795	49,907
The TJX Cos., Inc. ....	178,800	10,556
		<u>304,762</u>
<b>Consumer Staples (12.4%):</b>		
Campbell Soup Co. ....	163,380	7,906
Colgate-Palmolive Co. ....	291,400	21,499
General Mills, Inc. ....	313,901	16,392
Ingredion, Inc. ....	46,283	4,073
Kimberly-Clark Corp. ....	199,312	28,549
PepsiCo, Inc. ....	118,860	16,880
Philip Morris International, Inc. ....	361,634	29,907
Sysco Corp. ....	127,100	10,440
The Clorox Co. ....	55,045	8,659
The Hershey Co. ....	30,676	4,760
The JM Smucker Co. ....	72,540	7,516
The Procter & Gamble Co. ....	653,008	81,379
Walgreens Boots Alliance, Inc. ....	598,108	30,414
Walmart, Inc. ....	670,075	76,717
		<u>345,091</u>

See notes to financial statements.

(Amounts in Thousands, Except for Shares)

(Unaudited)

Security Description	Shares	Value
<b>Energy (4.6%):</b>		
Chevron Corp. . . . .	156,556	\$ 16,773
EOG Resources, Inc. . . . .	32,713	2,385
Exxon Mobil Corp. . . . .	716,849	44,532
Occidental Petroleum Corp. . . . .	89,189	3,543
ONEOK, Inc. . . . .	141,581	10,600
Phillips 66 . . . . .	149,550	13,664
Schlumberger Ltd. . . . .	236,167	7,914
Valero Energy Corp. . . . .	325,280	27,424
		126,835
<b>Financials (20.1%):</b>		
Aflac, Inc. . . . .	382,643	19,733
American Express Co. . . . .	111,144	14,434
American Financial Group, Inc. . . . .	113,186	12,314
Ameriprise Financial, Inc. . . . .	53,857	8,908
Bank of America Corp. . . . .	1,011,147	33,196
Capital One Financial Corp. . . . .	102,454	10,225
Choe Global Markets, Inc. . . . .	34,324	4,229
Chimera Investment Corp. . . . .	693,956	14,712
Citigroup, Inc. . . . .	374,766	27,886
CME Group, Inc. . . . .	7,796	1,693
Comerica, Inc. . . . .	138,000	8,440
Discover Financial Services . . . . .	198,954	14,948
Everest Re Group Ltd. . . . .	38,367	10,611
FactSet Research Systems, Inc. . . . .	16,664	4,768
Fidelity National Financial, Inc. . . . .	92,314	4,500
Fifth Third Bancorp . . . . .	370,125	10,530
Franklin Resources, Inc. . . . .	666,069	16,852
Huntington Bancshares, Inc. . . . .	1,174,027	15,932
Intercontinental Exchange, Inc. . . . .	65,964	6,579
Invesco Ltd. . . . .	479,896	8,302
JPMorgan Chase & Co. . . . .	184,529	24,424
M&T Bank Corp. . . . .	74,600	12,572
Marsh & McLennan Cos., Inc. . . . .	29,145	3,260
MetLife, Inc. . . . .	274,390	13,640
Nasdaq, Inc. . . . .	52,778	6,147
People's United Financial, Inc. . . . .	802,500	12,375
Principal Financial Group, Inc. . . . .	43,251	2,290
Prudential Financial, Inc. . . . .	76,387	6,956
RenaissanceRe Holdings Ltd. . . . .	76,000	14,398
S&P Global, Inc. . . . .	59,153	17,374
T. Rowe Price Group, Inc. . . . .	48,682	6,501
The Allstate Corp. . . . .	218,304	25,878
The Bank of New York Mellon Corp. . . . .	236,976	10,612
The Hanover Insurance Group, Inc. . . . .	60,791	8,424
The Hartford Financial Services Group, Inc. . . . .	259,600	15,389
The PNC Financial Services Group, Inc. . . . .	179,900	26,724
The Progressive Corp. . . . .	119,300	9,626
The Travelers Cos., Inc. . . . .	86,863	11,433
Truist Financial Corp. . . . .	110,159	5,681

See notes to financial statements.

(Amounts in Thousands, Except for Shares)

(Unaudited)

Security Description	Shares	Value
U.S. Bancorp .....	321,126	\$ 17,090
Unum Group .....	126,436	3,375
Wells Fargo & Co. ....	1,081,921	50,786
Zions Bancorp NA .....	238,300	10,840
		<u>564,587</u>
<b>Health Care (10.0%):</b>		
Abbott Laboratories .....	80,537	7,018
AbbVie, Inc. ....	354,993	28,762
Amgen, Inc. ....	135,991	29,380
Anthem, Inc. ....	7,942	2,107
Becton Dickinson & Co. ....	16,526	4,548
Bristol-Myers Squibb Co. ....	174,107	10,960
Cardinal Health, Inc. ....	342,205	17,524
Danaher Corp. ....	25,265	4,064
Johnson & Johnson .....	534,845	79,622
McKesson Corp. ....	20,159	2,875
Medtronic PLC .....	307,143	35,457
Merck & Co., Inc. ....	499,468	42,675
Pfizer, Inc. ....	207,383	7,723
Stryker Corp. ....	40,000	8,428
		<u>281,143</u>
<b>Industrials (11.6%):</b>		
3M Co. ....	43,868	6,960
Alaska Air Group, Inc. ....	128,300	8,287
Allegion PLC .....	67,010	8,666
Allison Transmission Holdings, Inc. ....	235,100	10,391
C.H. Robinson Worldwide, Inc. ....	226,805	16,380
Cummins, Inc. ....	84,469	13,513
Delta Air Lines, Inc. ....	436,713	24,343
Eaton Corp. PLC .....	186,343	17,604
Honeywell International, Inc. ....	161,932	28,050
Illinois Tool Works, Inc. ....	99,757	17,455
Johnson Controls International PLC .....	132,435	5,225
Lennox International, Inc. ....	36,693	8,548
Lockheed Martin Corp. ....	86,100	36,862
Nielsen Holdings PLC .....	233,929	4,772
PACCAR, Inc. ....	152,818	11,341
Republic Services, Inc. Class A .....	192,219	18,270
Robert Half International, Inc. ....	122,700	7,138
Rockwell Automation, Inc. ....	41,688	7,990
Snap-on, Inc. ....	13,343	2,130
Southwest Airlines Co. ....	143,204	7,873
The Boeing Co. ....	53,214	16,936
Toro Co. ....	102,442	8,197
United Parcel Service, Inc. Class B .....	105,300	10,901
Waste Management, Inc. ....	228,300	27,785
		<u>325,617</u>

See notes to financial statements.

(Amounts in Thousands, Except for Shares)

(Unaudited)

Security Description	Shares	Value
<b>Information Technology (7.8%):</b>		
Apple, Inc. . . . .	89,701	\$ 27,763
Cisco Systems, Inc. . . . .	718,905	33,048
Intel Corp. . . . .	483,555	30,914
International Business Machines Corp. . . . .	224,886	32,323
Juniper Networks, Inc. . . . .	35,573	816
Microsoft Corp. . . . .	38,703	6,588
Oracle Corp. . . . .	434,654	22,798
QUALCOMM, Inc. . . . .	312,482	26,658
Texas Instruments, Inc. . . . .	289,629	34,943
The Western Union Co. . . . .	44,878	1,207
		<u>217,058</u>
<b>Materials (2.4%):</b>		
Air Products & Chemicals, Inc. . . . .	100,953	24,098
Eastman Chemical Co. . . . .	39,985	2,850
LyondellBasell Industries NV Class A . . . . .	243,712	18,975
Martin Marietta Materials, Inc. . . . .	8,898	2,347
Nucor Corp. . . . .	80,640	3,830
Packaging Corp. of America . . . . .	37,818	3,621
Steel Dynamics, Inc. . . . .	114,105	3,409
Westrock Co. . . . .	95,285	3,716
		<u>62,846</u>
<b>Real Estate (5.7%):</b>		
Alexandria Real Estate Equities, Inc. . . . .	31,070	5,071
AvalonBay Communities, Inc. . . . .	43,268	9,376
Boston Properties, Inc. . . . .	11,429	1,638
Cyrusone, Inc. . . . .	60,436	3,678
Digital Realty Trust, Inc. . . . .	50,921	6,263
Equity Residential . . . . .	67,890	5,640
Essex Property Trust, Inc. . . . .	21,434	6,639
Healthpeak Properties, Inc. . . . .	118,674	4,271
Host Hotels & Resorts, Inc. . . . .	352,560	5,761
Jones Lang LaSalle, Inc. . . . .	89,454	15,191
Prologis, Inc. . . . .	102,013	9,475
Public Storage . . . . .	60,100	13,448
Realty Income Corp. . . . .	112,267	8,803
Regency Centers Corp. . . . .	34,142	2,118
Simon Property Group, Inc. . . . .	159,885	21,289
Ventas, Inc. . . . .	270,449	15,648
VEREIT, Inc. . . . .	289,584	2,826
VICI Properties, Inc. . . . .	131,046	3,512
Vornado Realty Trust . . . . .	46,295	3,045
W.P. Carey, Inc. . . . .	29,676	2,496
Welltower, Inc. . . . .	116,068	9,855
Weyerhaeuser Co. . . . .	177,540	5,140
		<u>161,183</u>

See notes to financial statements.



(Amounts in Thousands, Except for Shares)

(Unaudited)

Security Description	Shares	Value
<b>Utilities (9.4%):</b>		
AES Corp. . . . .	372,728	\$ 7,402
Alliant Energy Corp. . . . .	87,080	5,169
Ameren Corp. . . . .	131,407	10,782
American Electric Power Co., Inc. . . . .	82,198	8,567
CenterPoint Energy, Inc. . . . .	288,364	7,636
CMS Energy Corp. . . . .	281,089	19,257
Consolidated Edison, Inc. . . . .	73,821	6,939
Dominion Energy, Inc. . . . .	220,400	18,899
DTE Energy Co. . . . .	67,039	8,890
Duke Energy Corp. . . . .	292,500	28,556
Entergy Corp. . . . .	59,446	7,818
Evergy, Inc. . . . .	291,600	21,042
Eversource Energy . . . . .	125,616	11,612
Exelon Corp. . . . .	198,737	9,458
NextEra Energy, Inc. . . . .	36,092	9,680
Pinnacle West Capital Corp. . . . .	75,704	7,396
PPL Corp. . . . .	398,361	14,417
Sempra Energy . . . . .	53,688	8,624
The Southern Co. . . . .	156,100	10,989
WEC Energy Group, Inc. . . . .	222,264	22,203
Xcel Energy, Inc. . . . .	233,690	16,169
		<u>261,505</u>
<b>Total Common Stocks (Cost \$2,402,309)</b>		2,789,275
<b>Total Investments (Cost \$2,402,309) — 99.7%</b>		<u>2,789,275</u>
<b>Other assets in excess of liabilities — 0.3%</b>		8,354
<b>NET ASSETS — 100.00%</b>		<u>\$2,797,629</u>

PLC — Public Limited Company

See notes to financial statements.

## Statement of Assets and Liabilities

USAA Mutual Funds Trust

January 31, 2020

*(Amounts in Thousands, Except Per Share Amounts)*

*(Unaudited)*

	<b>USAA Income Stock Fund</b>
<b>Assets:</b>	
Investments, at value (Cost \$2,402,309)	\$2,789,275
Cash and cash equivalents	6,059
<b>Receivables:</b>	
Interest and dividends	4,859
Capital shares issued	863
Reclaims	454
From Adviser	13
Prepaid expenses	13
<b>Total assets</b>	<b>2,801,536</b>
<b>Liabilities:</b>	
<b>Payables:</b>	
Capital shares redeemed	1,960
<b>Accrued expenses and other payables:</b>	
Investment advisory fees	1,216
Administration fees	318
Custodian fees	82
Transfer agent fees	177
Compliance fees	—(a)
Other accrued expenses	154
<b>Total liabilities</b>	<b>3,907</b>
<b>Net Assets:</b>	
Capital	2,343,904
Total distributable earnings/(loss)	453,725
<b>Net assets</b>	<b>\$2,797,629</b>
<b>Net Assets:</b>	
Fund Shares	\$1,722,823
Institutional Shares	1,065,568
R6 Shares	9,238
<b>Total</b>	<b>\$2,797,629</b>
<b>Shares (unlimited number of shares authorized with no par value):</b>	
Fund Shares	98,477
Institutional Shares	60,991
R6 Shares	528
<b>Total</b>	<b>159,996</b>
<b>Net asset value, offering and redemption price per share: (b)</b>	
Fund Shares	\$ 17.49
Institutional Shares	17.47
R6 Shares	17.49

(a) Rounds to less than \$1 thousand.

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

*See notes to financial statements.*

## Statement of Operations

USAA Mutual Funds Trust

For the Six-Months Ended January 31, 2020

*(Amounts in Thousands)*

*(Unaudited)*

	<b>USAA Income Stock Fund</b>
<b>Investment Income:</b>	
Dividends	\$ 41,473
Interest	43
Securities lending (net of fees)	15
Total Income	41,531
<b>Expenses:</b>	
Investment advisory fees	7,082
Administration fees — Fund shares	1,302
Administration fees — Institutional shares	542
Administration fees — R6 shares	3
Sub-Administration fees	23
Custodian fees	64
Transfer agent fees — Fund Shares	627
Transfer agent fees — Institutional Shares	542
Transfer agent fees — R6 Shares	1
Trustees' fees	22
Compliance fees	9
Legal and audit fees	55
State registration and filing fees	39
Interest expense on interfund lending	1
Other expenses	115
Total Expenses	10,427
Expenses waived/reimbursed by Adviser	(18)
Net Expenses	10,409
Net Investment Income (Loss)	31,122
<b>Realized/Unrealized Gains (Losses) from Investments:</b>	
Net realized gains (losses) from investment securities	56,489
Net change in unrealized appreciation/depreciation on investment securities	55,551
Net realized/unrealized gains (losses) on investments	112,040
Change in net assets resulting from operations	\$143,162

*See notes to financial statements.*

*(Amounts in Thousands)*

	USAA Income Stock Fund	
	Six-Months Ended January 31, 2020 (unaudited)	Year Ended July 31, 2019
<b>From Investments:</b>		
<b>Operations:</b>		
Net investment income (loss)	\$ 31,122	\$ 68,012
Net realized gains (losses) from investments	56,489	486,567
Net change in unrealized appreciation/depreciation on investments	55,551	(375,906)
Change in net assets resulting from operations	143,162	178,673
<b>Distributions to Shareholders:</b>		
Fund Shares	(285,544)	(133,413)
Institutional Shares	(175,664)	(86,990)
R6 Shares	(1,731)	(991)
Change in net assets resulting from distributions to shareholders	(462,939)	(221,394)
Change in net assets resulting from capital transactions	309,888	89,093
Change in net assets	(9,889)	46,372
<b>Net Assets:</b>		
Beginning of period	2,807,518	2,761,146
End of period	\$2,797,629	\$2,807,518
<b>Capital Transactions:</b>		
<b>Fund Shares</b>		
Proceeds from shares issued	\$ 58,781	\$ 93,141
Distributions reinvested	274,941	128,119
Cost of shares redeemed	(120,307)	(195,299)
Total Fund Shares	\$ 213,415	\$ 25,961
<b>Institutional Shares</b>		
Proceeds from shares issued	\$ 28,690	\$ 216,857
Distributions reinvested	175,649	86,971
Cost of shares redeemed	(106,163)	(240,262)
Total Institutional Shares	\$ 98,176	\$ 63,566
<b>R6 Shares</b>		
Proceeds from shares issued	\$ 281	\$ 625
Distributions reinvested	805	550
Cost of shares redeemed	(2,789)	(1,609)
Total R6 Shares	\$ (1,703)	\$ (434)
Change in net assets resulting from capital transactions	\$ 309,888	\$ 89,093
<b>Share Transactions:</b>		
<b>Fund Shares</b>		
Issued	3,040	4,818
Reinvested	15,402	6,925
Redeemed	(6,256)	(10,114)
Total Fund Shares	12,186	1,629
<b>Institutional Shares</b>		
Issued	1,526	11,479
Reinvested	9,856	4,705
Redeemed	(5,475)	(12,280)
Total Institutional Shares	5,907	3,904
<b>R6 Shares</b>		
Issued	15	32
Reinvested	45	30
Redeemed	(141)	(83)
Total R6 Shares	(81)	(21)
Change in Shares	18,012	5,512

See notes to financial statements.

For a Share Outstanding Throughout Each Period

	Investment Activities				Distributions to Shareholders From	
	Net Asset Value, Beginning of Period	Net Investment Income (Loss)	Net Realized and Unrealized Gains (Losses) on Investments	Total from Investment Activities	Net Investment Income	Net Realized Gains From Investments
<b>USAA Income Stock Fund</b>						
Fund Shares						
Six-Months Ended January 31, 2020 (unaudited)	\$19.78	0.21(d)	0.86	1.07	(0.14)	(3.22)
Year Ended July 31, 2019	\$20.24	0.43	0.70	1.13	(0.44)	(1.15)
Year Ended July 31, 2018	\$19.68	0.40	1.74	2.14	(0.40)	(1.18)
Year Ended July 31, 2017	\$18.18	0.42	1.51	1.93	(0.43)	—
Year Ended July 31, 2016	\$17.79	0.40	0.97	1.37	(0.40)	(0.58)
Year Ended July 31, 2015	\$17.72	0.44	0.51	0.95	(0.46)	(0.42)
<b>Institutional Shares</b>						
Six-Months Ended January 31, 2020 (unaudited)						
Year Ended July 31, 2019	\$19.76	0.22(d)	0.85	1.07	(0.14)	(3.22)
Year Ended July 31, 2018	\$20.22	0.43	0.70	1.13	(0.44)	(1.15)
Year Ended July 31, 2018	\$19.66	0.41	1.73	2.14	(0.40)	(1.18)
Year Ended July 31, 2017	\$18.16	0.43	1.50	1.93	(0.43)	—
Year Ended July 31, 2016	\$17.77	0.40	0.98	1.38	(0.41)	(0.58)
Year Ended July 31, 2015	\$17.71	0.45	0.50	0.95	(0.47)	(0.42)
<b>R6 Shares</b>						
Six-Months Ended January 31, 2020 (unaudited)						
Year Ended July 31, 2019	\$19.77	0.23(d)	0.85	1.08	(0.14)	(3.22)
Year Ended July 31, 2019	\$20.23	0.45	0.69	1.14	(0.45)	(1.15)
Year Ended July 31, 2018	\$19.67	0.47	1.69	2.16	(0.42)	(1.18)
December 1, 2016(g) through July 31, 2017	\$18.17	0.27	1.60	1.87	(0.37)	—

\* Assumes reinvestment of all net investment income and realized capital gain distributions, if any, during the period. Includes adjustments in accordance with U.S. generally accepted accounting principles and could differ from the Lipper reported return.

^ 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) Not annualized for periods less than one year.

See notes to financial statements.

For a Share Outstanding Throughout Each Period

Total Distributions	Net Asset Value, End of Period	Total Return*(a)	Ratios to Average Net Assets			Supplemental Data	
			Net Expenses^(b)	Net Investment Income (Loss)(b)	Gross Expenses(b)	Net Assets, End of Period (000's)	Portfolio Turnover(a)(c)
(3.36)	\$17.49	5.19%	0.75%	2.19%	0.75%	\$1,722,823	29%
(1.59)	\$19.78	6.26%	0.75%	2.44%	0.75%	\$1,707,034	86%(e)
(1.58)	\$20.24	11.16%	0.76%(f)	2.19%	0.76%(f)	\$1,713,558	23%
(0.43)	\$19.68	10.71%	0.77%(f)	2.24%	0.77%(f)	\$1,651,374	23%
(0.98)	\$18.18	8.29%	0.80%(f)	2.42%	0.80%(f)	\$1,564,900	19%
(0.88)	\$17.79	5.36%	0.79%(f)	2.38%	0.79%(f)	\$1,657,268	12%
(3.36)	\$17.47	5.21%	0.72%	2.22%	0.72%	\$1,065,568	29%
(1.59)	\$19.76	6.30%	0.73%	2.47%	0.73%	\$1,088,446	86%(e)
(1.58)	\$20.22	11.21%	0.72%(f)	2.22%	0.72%(f)	\$1,034,842	23%
(0.43)	\$19.66	10.76%	0.73%(f)	2.30%	0.73%(f)	\$1,097,164	23%
(0.99)	\$18.16	8.36%	0.75%(f)	2.47%	0.75%(f)	\$1,158,385	19%
(0.89)	\$17.77	5.37%	0.73%(f)	2.45%	0.73%(f)	\$1,080,528	12%
(3.36)	\$17.49	5.28%	0.65%	2.30%	0.75%	\$ 9,238	29%
(1.60)	\$19.77	6.37%	0.65%	2.54%	0.73%	\$ 12,038	86%(e)
(1.60)	\$20.23	11.31%	0.65%(f)	2.33%	0.90%(f)	\$ 12,746	23%
(0.37)	\$19.67	10.36%	0.65%(f)	2.13%	1.24%(f)	\$ 5,412	23%

(b) Annualized for periods less than one year.

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

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

(e) Reflects increased trading activity due to current year transition or asset allocation shift.

(f) Reflects total annual operating expenses of the shares before reductions of any expenses paid indirectly. The shares' expenses paid indirectly decreased the expense ratio by less than 0.01%.

(g) Commencement of operations.

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 Income Stock Fund (the “Fund”). The Fund offers three classes of shares: Fund Shares, Institutional Shares, and R6 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.

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”) and, 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

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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.

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.

In accordance with procedures adopted by the Board, fair value pricing may be used if events materially affecting the value of foreign securities occur between the time the exchange on which they are traded closes and the time the Fund's net asset value is calculated. The Fund uses a systematic valuation model, provided daily by an independent third party to fair value its international equity securities. These valuations are considered as Level 2 in the fair value hierarchy.

A summary of the valuations as of January 31, 2020, 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):

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Common Stocks . . . . .	<u>\$2,789,275</u>	<u>\$—</u>	<u>\$—</u>	<u>\$2,789,275</u>
Total . . . . .	<u>\$2,789,275</u>	<u>\$—</u>	<u>\$—</u>	<u>\$2,789,275</u>

For the six-months ended January 31, 2020, 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:**

##### **Exchange-Traded Funds:**

The Fund may invest in ETFs. ETFs are a type of index fund, the shares of which are bought and sold on a securities exchange. An ETF trades like common stock and represents a fixed portfolio of securities designed to track the performance and dividend yield of a particular domestic or foreign market index. The Fund may purchase shares of an ETF to temporarily gain exposure to a portion of the U.S. or a foreign market while awaiting purchase of underlying securities. The risks of owning an ETF generally reflect the risks of owning the underlying securities they are designed to track, although the lack of liquidity of an ETF could result in it being more volatile. Additionally, ETFs have fees and expenses that reduce their value.

##### **Open-End Funds:**

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.



**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.

Withholding taxes on interest, dividends, and gains as a result of certain investments in ADRs by the Fund have been provided for in accordance with each investment's applicable country's tax rules and rates.

**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 Portfolio of Investments and Financial Statements while non-cash collateral is not included.

At November 30, 2019, the Fund had no securities on loan.

**Foreign Currency Translations:**

The accounting records of the Fund are maintained in U.S. dollars. Investment securities and other assets and liabilities of the Fund denominated in a foreign currency are translated into U.S. dollars at current exchange rates. Purchases and sales of securities, income receipts, and expense payments are translated into U.S. dollars at the exchange rates on the date of the transactions. The Fund does not isolate the portion of the results of operations resulting from changes in foreign exchange rates on investments from fluctuations arising from changes in market prices of securities held. Such fluctuations are disclosed as net change in unrealized appreciation/depreciation on investments and foreign currency translations on the Statement of Operations. Any realized gains or losses from these fluctuations, including foreign currency arising from in-kind redemptions, are disclosed as net realized gains or losses from investment transactions and foreign currency translations on the Statement of Operations.

**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

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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 July 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 six-months ended January 31, 2020, were as follows for the Fund (amounts in thousands):

	<u>Excluding U.S. Government Securities</u>	
	<u>Purchases</u>	<u>Sales</u>
	\$804,271	\$924,821

There were no purchases and sales of U.S. government securities during the six-months ended January 31, 2020.

### **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](http://usaa.com). As of January 31, 2020, certain USAA fund-of-funds owned total outstanding shares of the Fund:

USAA Cornerstone Conservative Fund	0.1%
USAA Cornerstone Equity Fund	0.3%
USAA Target Retirement Income Fund	0.1%
USAA Target Retirement 2020 Fund	0.2%
USAA Target Retirement 2030 Fund	0.8%
USAA Target Retirement 2040 Fund	1.2%
USAA Target Retirement 2050 Fund	0.7%
USAA Target Retirement 2060 Fund	0.1%

### **5. Fees and Transactions with Affiliates and Related Parties:**

#### **Investment Advisory and Management Fees:**

Investment advisory services are provided to the Fund by Victory Capital Management, Inc. ("VCM" or "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

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to receive a base fee and a performance adjustment. The Fund's base fee is accrued daily and paid monthly at an annualized rate of 0.50% of the Fund's average daily net assets. Amounts incurred and paid to VCM are reflected on the Statement of Operations as Investment Advisory fees.

No performance adjustments will be made for periods beginning July 1, 2019, through June 30, 2020. Only performance beginning as of July 1, 2019, and thereafter will be utilized in calculating future performance adjustments.

The performance adjustment will be calculated monthly by comparing each class' performance to that of the Lipper Equity Income Funds Index. The Lipper Equity Income Funds Index tracks the total return performance of each class within the Lipper Equity Income Funds category.

The performance period for each share class will consist of the current month plus the previous number of months beginning July 1, 2019. The following table is utilized to determine the extent of the performance adjustment:

<u>Over/Under Performance Relative to Index (in basis points)<sup>1</sup></u>	<u>Annual Adjustment Rate (in basis points)<sup>1</sup></u>
+/- 100 to 400	+/- 4
+/- 401 to 700	+/- 5
+/- 701 and greater	+/- 6

<sup>1</sup> Based on the difference between average annual performance of the relevant share class of the Fund and its relevant Lipper index, rounded to the nearest basis point. Average daily net assets of the share class are calculated over a rolling 36-month period.

Each class' annual performance adjustment rate is multiplied by the average daily net assets of the class over the entire performance period, which is then multiplied by a fraction, the numerator of which is the number of days in the month and the denominator of which is 365 (366 in leap years). The resulting amount is then added to (in the case of overperformance), or subtracted from (in the case of underperformance) the base fee.

Under the performance fee arrangement, each class pays a positive performance fee adjustment for a performance period whenever the class outperforms the Lipper Equity Income Funds Index over that period, even if the class has overall negative returns during the performance period.

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. 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.

VCM has entered into a Subadvisory Agreement with Epoch Investment Partners, Inc ("Epoch"), under which Epoch directs the investment and reinvestment of a portion of the Fund's assets (as allocated from time to time by VCM). This arrangement provides for monthly fees that are paid by VCM. VCM (not the Fund) pays the subadviser fees.

#### **Administration and Servicing Fees:**

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 0.15%, 0.10%, and 0.05% of average daily net assets of Fund Shares, Institutional Shares, and R6 Shares, respectively. Amounts incurred are reflected on the Statement of Operations as Administration fees.

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

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Complex”) in the aggregate, compensate the Adviser for these services. Amounts incurred are reflected on the Statement of Operations as Compliance fees.

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. Amounts incurred are reflected on the Statement of Operations as Sub-Administration fees.

**Transfer Agency Fees:**

Victory Capital Transfer Agency, Inc. (“VCTA”), provides transfer agency services to the Fund. VCTA, an affiliate of the Adviser, provides transfer agent services to the Fund Shares based on an annual charge of \$23 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. Transfer agent’s fees for Institutional Shares and R6 Shares are paid monthly based on a fee accrued daily at an annualized rate of 0.10% and 0.01% of average daily net assets, plus out-of-pocket expenses, respectively. Amounts incurred are reflected on the Statement of Operations as Transfer Agent fees.

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:**

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. The Distributor received no fees or other compensation for such distribution services.

**Other Fees:**

Citibank, N.A., serves as the Fund’s custodian.

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

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.

The expense limits (excluding voluntary waivers) are 0.76%, 0.72%, and 0.65% for Fund Shares, Institutional Shares, and R6 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 January 31, 2020, the following amounts are available to be repaid to the Adviser (amounts in thousands). Amounts repaid to the Adviser during the six-months ended January 31, 2020, if any, are reflected on the Statement of Operations as “Expenses waived/reimbursed by Adviser.”

**Expires July 31, 2023**

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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 six-months ended January 31, 2020.

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.

Overall stock market risks may affect the value of the Fund. Factors such as domestic and international economic growth and market conditions, interest rate levels, and political events affect the securities market.

The value of the equity securities in which the Fund invests may decline in response to developments affecting individual companies and/or general economic conditions. A company's earnings or dividends may not increase as expected. Price changes may be temporary or last for extended periods.

Foreign markets can be more volatile than the U.S. market due to increased risks of adverse issuer, political, regulatory, market, or economic developments and can perform differently from the U.S. market.

Dividend payout risk is the possibility that a number of the companies in which the Fund invests will reduce or eliminate the dividend on the securities held by the Fund. Should many portfolio companies reduce or eliminate their dividend payments, the ability of the Fund to produce investment income to shareholders will be affected adversely.

**7. Borrowing and Interfund Lending:****Line of Credit:**

The Victory Funds Complex participate 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, if any, during the period is presented on the Statement of Operations under line of credit fees.

The Fund had no borrowings under the Line of Credit agreement during the six-months ended January 31, 2020.

**Interfund Lending:**

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, if any, during the period is reflected on the Statement of Operations under Income on Interfund lending.

*(Unaudited)*

The average borrowing and lending for the days outstanding and average interest rate for the Fund during the six-months ended January 31, 2020 were as follows (amounts in thousands):

<u>Borrower or Lender</u>	<u>Amount Outstanding at January 31, 2020</u>	<u>Average Borrowing*</u>	<u>Days Borrowing Outstanding</u>	<u>Average Interest Rate*</u>	<u>Maximum Borrowing During the Period</u>
Borrower	\$—	\$2,304	4	2.49%	\$2,500

\* For the six-months ended January 31, 2020, based on the number of days borrowings were outstanding.

### **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 tax character of current year distributions paid and the tax basis of the current components of accumulated earnings (deficit) will be determined at the end of the current tax year ending July 31, 2020.

As of the most recent tax year ended July 31, 2019, the Fund had no capital loss carryforwards for federal income tax purposes.

### **9. Subsequent Event:**

An outbreak of respiratory disease called COVID-19 was first detected in China in December 2019 and subsequently spread internationally. The transmission of COVID-19 and efforts to contain its spread have resulted in international, national and local border closings and other significant travel restrictions and disruptions, significant disruptions to business operations, supply chains and consumer activity, significant challenges in healthcare service preparation and delivery, and quarantines, as well as general concern and uncertainty that has negatively affected the economic environment and that occurred subsequent to year end may have a significant negative impact on the operations and profitability of the Funds’ investments. These impacts have caused significant volatility and declines in global financial markets, which have caused losses for investors. The impact of the COVID-19 pandemic may be short term or may last for an extended period of time, and in either case could result in a substantial economic downturn or recession. Public health crises may exacerbate other pre-existing political, social, economic, market and financial risks. The extent of the impact to the financial performance of the Funds’ investments will depend on future developments, including (i) the duration and spread of the outbreak, (ii) the restrictions and advisories, (iii) the effects on the financial markets, and (iv) the effects on the economy overall, all of which are highly uncertain and cannot be predicted.

## Expense Examples

As a shareholder of the Fund, you may incur two types of costs: (1) transaction costs, 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 August 1, 2019 through January 31, 2020.

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 8/1/19	Actual Ending Account Value 1/31/20	Hypothetical Ending Account Value 1/31/20	Actual Expenses Paid During Period 8/1/19- 1/31/20*	Hypothetical Expenses Paid During Period 8/1/19- 1/31/20*	Annualized Expense Ratio During Period 8/1/19- 1/31/20
Fund Shares . . . . .	\$1,000.00	\$1,051.90	\$1,021.37	\$3.87	\$3.81	0.75%
Institutional Shares . . . . .	1,000.00	1,052.10	1,021.52	3.71	3.66	0.72%
R6 Shares . . . . .	1,000.00	1,052.80	1,021.87	3.35	3.30	0.65%

\* Expenses are equal to the average account value multiplied by the Fund's annualized expense ratio multiplied by 184/366 (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](http://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](http://www.sec.gov).

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. Forms N-PORT are available on the SEC's web site at [www.sec.gov](http://www.sec.gov).

# 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.



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