



MUTUAL FUNDS

JANUARY 31, 2020

Semi Annual Report

USAA Value 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.

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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 Value Fund seeks long-term growth of capital.

Top 10 Holdings*

1/31/20

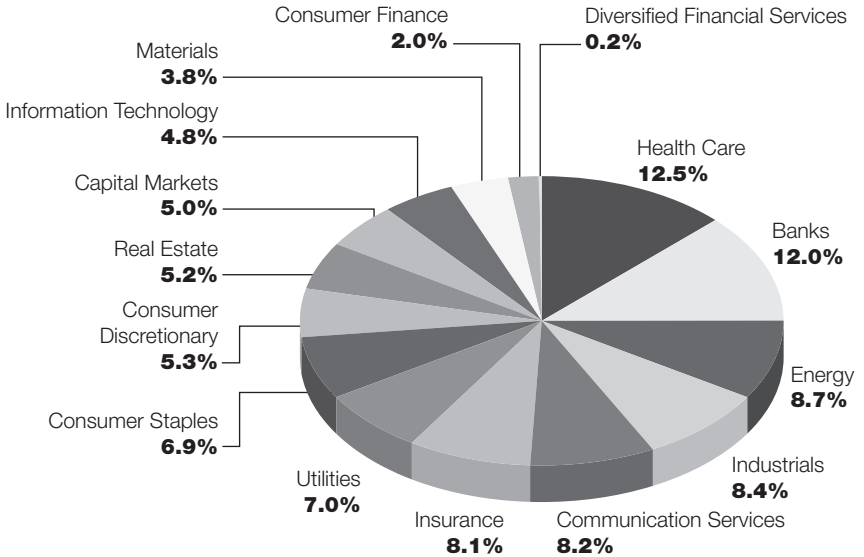
(% of Net Assets)

<i>Cboe Global Markets, Inc.</i>	2.4%
<i>Citigroup, Inc.</i>	2.4%
<i>The Progressive Corp.</i>	2.2%
<i>Aflac, Inc.</i>	2.2%
<i>Facebook, Inc. Class A</i>	2.2%
<i>Alphabet, Inc. Class A</i>	2.0%
<i>Exelon Corp.</i>	1.9%
<i>Pfizer, Inc.</i>	1.8%
<i>Johnson & Johnson</i>	1.8%
<i>Vistra Energy Corp.</i>	1.8%

*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

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

USAA Value Fund

January 31, 2020

*(Amounts in Thousands, Except for Shares)**(Unaudited)*

Security Description	Shares	Value
Common Stocks (98.1%)		
Banks (12.0%):		
Bank of America Corp.	152,617	\$ 5,010
Bank OZK Class A	127,708	3,471
Citigroup, Inc.	374,729	27,883
Citizens Financial Group, Inc.	133,541	4,978
Fifth Third Bancorp	178,839	5,088
First Citizens BancShares, Inc. Class A	8,407	4,429
Huntington Bancshares, Inc.	344,590	4,676
JPMorgan Chase & Co.	156,159	20,670
M&T Bank Corp.	36,333	6,123
PacWest Bancorp	88,861	3,115
Regions Financial Corp.	344,075	5,357
SVB Financial Group (a)	16,600	3,989
The PNC Financial Services Group, Inc.	97,094	14,423
U.S. Bancorp	253,100	13,470
Wells Fargo & Co.	271,561	12,747
Zions Bancorp NA	100,021	4,550
		139,979
Capital Markets (5.0%):		
Ameriprise Financial, Inc.	33,358	5,518
Cboe Global Markets, Inc.	228,072	28,103
E*TRADE Financial Corp.	268,964	11,463
Franklin Resources, Inc.	59,432	1,504
Invesco Ltd.	189,503	3,278
LPL Financial Holdings, Inc.	37,406	3,446
T. Rowe Price Group, Inc.	37,889	5,059
		58,371
Communication Services (8.2%):		
Alphabet, Inc. Class A (a)	16,739	23,983
AMC Networks, Inc. Class A (a) (b)	51,024	1,867
AT&T, Inc.	382,702	14,397
CenturyLink, Inc.	351,942	4,808
Comcast Corp. Class A	184,935	7,988
Discovery, Inc. Class A (a) (b)	77,731	2,274
DISH Network Corp. Class A (a)	64,102	2,356
Facebook, Inc. Class A (a)	127,900	25,825
Omnicom Group, Inc.	29,120	2,193
Take-Two Interactive Software, Inc. (a)	26,439	3,295
The Walt Disney Co.	46,032	6,367
TripAdvisor, Inc.	56,930	1,555
		96,908
Consumer Discretionary (5.3%):		
Aramark	157,691	6,960
Best Buy Co., Inc.	30,300	2,566
Booking Holdings, Inc. (a)	1,300	2,380
Carnival Corp.	45,600	1,985

See notes to financial statements.

USAA Value Fund

January 31, 2020

*(Amounts in Thousands, Except for Shares)**(Unaudited)*

Security Description	Shares	Value
Dick's Sporting Goods, Inc.	79,000	\$ 3,494
Foot Locker, Inc.	46,494	1,765
Ford Motor Co.	342,080	3,017
Harley-Davidson, Inc.	87,495	2,922
Las Vegas Sands Corp.	85,301	5,571
LKQ Corp. (a)	343,224	11,218
Lowe's Cos., Inc.	28,605	3,325
McDonald's Corp.	26,900	5,756
PulteGroup, Inc.	101,100	4,514
The Home Depot, Inc.	20,670	4,716
Toll Brothers, Inc.	70,200	3,114
		63,303
Consumer Finance (2.0%):		
American Express Co.	16,431	2,134
Capital One Financial Corp.	71,739	7,160
Discover Financial Services	57,339	4,308
Onemain Holdings, Inc.	55,186	2,338
Synchrony Financial	249,483	8,085
		24,025
Consumer Staples (6.9%):		
Campbell Soup Co.	61,314	2,967
Colgate-Palmolive Co.	33,602	2,479
Keurig Dr Pepper, Inc.	355,992	10,156
Mondelez International, Inc. Class A	351,600	20,175
Nu Skin Enterprises, Inc. Class A	65,300	2,128
Pilgrim's Pride Corp. (a)	113,357	2,953
Post Holdings, Inc. (a)	35,200	3,681
Spectrum Brands Holdings, Inc.	62,646	3,847
Sprouts Farmers Markets, Inc. (a)	61,285	958
Sysco Corp.	28,224	2,318
The Coca-Cola Co.	42,120	2,460
The JM Smucker Co.	24,900	2,580
The Procter & Gamble Co.	35,934	4,478
Tyson Foods, Inc. Class A	95,598	7,899
Walgreens Boots Alliance, Inc.	109,654	5,576
Walmart, Inc.	56,330	6,449
		81,104
Diversified Financial Services (0.2%):		
Berkshire Hathaway, Inc. Class B (a)	8,300	1,863
Energy (8.7%):		
Chevron Corp.	171,826	18,410
Cimarex Energy Co.	37,200	1,633
ConocoPhillips	54,467	3,237
Continental Resources, Inc.	69,500	1,892
Diamondback Energy, Inc.	159,868	11,894
Enterprise Products Partners LP	525,424	13,540
Exxon Mobil Corp.	237,702	14,766

See notes to financial statements.

USAA Value Fund

January 31, 2020

*(Amounts in Thousands, Except for Shares)**(Unaudited)*

Security Description	Shares	Value
HollyFrontier Corp.	67,154	\$ 3,017
Marathon Petroleum Corp.	52,453	2,859
Noble Energy, Inc.	528,800	10,454
Occidental Petroleum Corp.	63,933	2,539
PBF Energy, Inc. Class A	89,600	2,446
Phillips 66	45,911	4,195
Suncor Energy, Inc.	195,000	5,965
Valero Energy Corp.	51,517	4,343
		101,190
Health Care (12.5%):		
Abbott Laboratories	25,933	2,260
AbbVie, Inc.	50,012	4,052
AmerisourceBergen Corp.	48,900	4,184
Amgen, Inc.	24,265	5,243
Biogen, Inc. (a)	10,533	2,832
Cardinal Health, Inc.	93,977	4,813
Cerner Corp.	38,022	2,731
Cigna Corp.	27,500	5,290
CVS Health Corp.	121,500	8,240
Eli Lilly & Co.	21,264	2,969
Gilead Sciences, Inc.	63,013	3,982
Humana, Inc.	37,588	12,638
Johnson & Johnson	139,632	20,787
Laboratory Corp. of America Holdings (a)	16,600	2,912
McKesson Corp.	38,154	5,441
Medtronic PLC	14,674	1,694
Merck & Co., Inc.	71,172	6,081
Pfizer, Inc.	572,320	21,313
Quest Diagnostics, Inc.	43,700	4,836
UnitedHealth Group, Inc.	29,700	8,092
Universal Health Services, Inc. Class B	20,200	2,770
Zimmer Biomet Holdings, Inc.	101,164	14,962
		148,122
Industrials (8.4%):		
3M Co.	49,962	7,927
Air Canada (a)	260,968	8,763
Alaska Air Group, Inc.	21,729	1,403
C.H. Robinson Worldwide, Inc.	17,356	1,253
Caterpillar, Inc.	17,992	2,363
Cummins, Inc.	51,564	8,249
Delta Air Lines, Inc.	51,754	2,885
Eaton Corp. PLC	152,511	14,408
Fortune Brands Home & Security, Inc.	45,949	3,157
Honeywell International, Inc.	26,994	4,676
ManpowerGroup, Inc.	29,100	2,662
Masco Corp.	160,046	7,606
Parker-Hannifin Corp.	56,400	11,037
Raytheon Co.	42,800	9,456

See notes to financial statements.

USAA Value Fund

January 31, 2020

*(Amounts in Thousands, Except for Shares)**(Unaudited)*

Security Description	Shares	Value
Southwest Airlines Co.	78,180	\$ 4,298
Union Pacific Corp.	33,510	6,012
United Airlines Holdings, Inc. (a)	25,933	1,940
United Technologies Corp.	17,835	2,679
		100,774
Information Technology (4.8%):		
Apple, Inc.	18,413	5,699
Applied Materials, Inc.	44,806	2,598
Cisco Systems, Inc.	34,717	1,596
HP, Inc.	166,726	3,555
International Business Machines Corp.	22,326	3,209
Lam Research Corp.	13,043	3,890
Mastercard, Inc. Class A	8,031	2,537
Microsoft Corp.	20,010	3,406
NCR Corp. (a)	49,055	1,654
NXP Semiconductor NV	23,545	2,987
Oracle Corp.	116,498	6,111
QUALCOMM, Inc.	34,930	2,980
Texas Instruments, Inc.	20,226	2,440
Visa, Inc. Class A	72,371	14,400
		57,062
Insurance (8.1%):		
Aflac, Inc.	500,918	25,832
Brown & Brown, Inc.	404,134	18,146
Everest Re Group Ltd.	20,551	5,684
Lincoln National Corp.	40,598	2,212
MetLife, Inc.	117,710	5,851
Principal Financial Group, Inc.	67,474	3,573
RenaissanceRe Holdings Ltd.	44,998	8,524
The Progressive Corp.	324,051	26,148
		95,970
Materials (3.8%):		
Dow, Inc.	83,529	3,848
Ferroglobe PLC (a) (c)	545,600	—
Freeport-McMoRan, Inc.	1,016,641	11,285
Huntsman Corp.	195,300	4,016
LyondellBasell Industries NV Class A	91,724	7,142
Sealed Air Corp.	410,729	14,581
Westrock Co.	79,863	3,115
		43,987
Real Estate (5.2%):		
AvalonBay Communities, Inc.	6,890	1,493
CBRE Group, Inc. Class A (a)	41,535	2,536
Crown Castle International Corp.	12,441	1,864
Digital Realty Trust, Inc.	11,455	1,409
Equity Commonwealth	398,831	13,078
Equity Residential	17,057	1,417

See notes to financial statements.

USAA Value Fund

January 31, 2020

*(Amounts in Thousands, Except for Shares)**(Unaudited)*

Security Description	Shares	Value
Essex Property Trust, Inc.	4,511	\$ 1,397
Host Hotels & Resorts, Inc.	135,260	2,210
Invitation Homes, Inc.	575,673	18,116
Jones Lang LaSalle, Inc.	14,367	2,440
Park Hotels & Resorts, Inc.	79,291	1,740
Prologis, Inc.	40,230	3,737
Public Storage	8,520	1,906
Realty Income Corp.	19,178	1,504
Simon Property Group, Inc.	12,628	1,681
The Macerich Co. (b)	60,761	1,356
Ventas, Inc.	19,937	1,154
Welltower, Inc.	16,192	1,375
Weyerhaeuser Co.	52,855	1,530
		61,943
Utilities (7.0%):		
AES Corp.	106,557	2,116
Dominion Energy, Inc.	62,067	5,322
Duke Energy Corp.	97,940	9,562
Exelon Corp.	475,387	22,624
FirstEnergy Corp.	238,160	12,096
NextEra Energy, Inc.	13,465	3,611
PPL Corp.	179,417	6,493
Vistra Energy Corp.	922,686	20,779
		82,603
Total Common Stocks (Cost \$1,076,911)		1,157,204
Collateral for Securities Loaned[^] (0.2%)		
HSBC U.S. Government Money Market Fund, I Shares, 1.52% (d)	2,617,149	2,617
Total Collateral for Securities Loaned (Cost \$2,617)		2,617
Total Investments (Cost \$1,079,528) — 98.3%		1,159,821
Other assets in excess of liabilities — 1.7%		20,020
NET ASSETS — 100.00%		\$1,179,841

[^] 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) Security was fair valued based upon procedures approved by the Board of Trustees and represents 0.0% of the Fund's net assets as of January 31, 2020. This security is classified as Level 3 within the fair value hierarchy. (See Note 2 in the Notes to Financial Statements)

(d) Rate disclosed is the daily yield on January 31, 2020.

LP — Limited Partnership

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)

	USAA Value Fund
Assets:	
Investments, at value (Cost \$1,079,528)	\$1,159,821(a)
Cash and cash equivalents	21,837
Receivables:	
Interest and dividends	1,419
Capital shares issued	340
Investments sold	910
From Adviser	16
Prepaid expenses	4
Total assets	1,184,347
Liabilities:	
Payables:	
Collateral received on loaned securities	2,617
Capital shares redeemed	853
Accrued expenses and other payables:	
Investment advisory fees	674
Administration fees	144
Custodian fees	37
Transfer agent fees	84
Compliance fees	—(b)
12b-1 fees	1
Other accrued expenses	96
Total liabilities	4,506
Net Assets:	
Capital	1,095,191
Total distributable earnings/(loss)	84,650
Net assets	\$1,179,841
Net Assets:	
Fund Shares	\$ 916,872
Institutional Shares	256,008
Adviser Shares	6,961
Total	\$1,179,841
Shares (unlimited number of shares authorized with no par value):	
Fund Shares	58,930
Institutional Shares	16,442
Adviser Shares	450
Total	75,822
Net asset value, offering and redemption price per share: (c)	
Fund Shares	\$ 15.56
Institutional Shares	15.57
Adviser Shares	15.47

(a) Includes \$2,492 of securities on loan.

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

(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

USAA Mutual Funds Trust

For the Six-Months Ended January 31, 2020

(Amounts in Thousands)

(Unaudited)

	USAA Value Fund
Investment Income:	
Dividends	\$16,429
Interest	208
Securities lending (net of fees)	4
Foreign tax withholding	(3)
Total Income	16,638
Expenses:	
Investment advisory fees	3,861
Administration fees — Fund Shares	708
Administration fees — Institutional Shares	118
Administration fees — Adviser Shares	6
Sub-Administration Fees	23
12b-1 fees — Adviser Shares	10
Custodian fees	29
Transfer agent fees	—(a)
Transfer agent fees — Fund Shares	570
Transfer agent fees — Institutional Shares	118
Transfer agent fees — Adviser Shares	—(a)
Trustees' fees	22
Compliance fees	4
Legal and audit fees	53
State registration and filing fees	43
Other expenses	63
Total Expenses	5,628
Expenses waived/reimbursed by Adviser	(21)
Net Expenses	5,607
Net Investment Income (Loss)	11,031
Realized/Unrealized Gains (Losses) from Investments:	
Net realized gains (losses) from investment securities and foreign currency translations	(448)
Net change in unrealized appreciation/depreciation on investment securities	34,221
Net realized/unrealized gains (losses) on investments	33,773
Change in net assets resulting from operations	\$44,804

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

See notes to financial statements.

(Amounts in Thousands)

	USAA Value Fund	
	Six-Months Ended January 31, 2020 (unaudited)	Year Ended July 31, 2019
From Investments:		
Operations:		
Net investment income (loss)	\$ 11,031	\$ 18,657
Net realized gains (losses) from investments	(448)	347,939
Net change in unrealized appreciation (depreciation) on investments	34,221	(386,678)
Change in net assets resulting from operations	44,804	(20,082)
Distributions to Shareholders:		
Fund Shares	(220,280)	(109,577)
Institutional Shares	(61,101)	(48,387)
Adviser Shares	(2,057)	(1,038)
Change in net assets resulting from distributions to shareholders	(283,438)	(159,002)
Change in net assets resulting from capital transactions	246,646	(306,887)
Change in net assets	8,012	(485,971)
Net Assets:		
Beginning of period	1,171,829	1,657,800
End of period	\$1,179,841	\$1,171,829
Capital Transactions:		
Fund Shares		
Proceeds from shares issued	\$ 25,471	\$ 77,101
Distributions reinvested	217,411	108,344
Cost of shares redeemed	(82,115)	(138,626)
Total Fund Shares	\$ 160,767	\$ 46,819
Institutional Shares		
Proceeds from shares issued	\$ 43,832	\$ 39,778
Distributions reinvested	61,090	48,382
Cost of shares redeemed	(19,081)	(441,867)
Total Institutional Shares	\$ 85,841	\$ (353,707)
Adviser Shares		
Proceeds from shares issued	\$ 19	\$ 35
Distributions reinvested	26	14
Cost of shares redeemed	(7)	(48)
Total Adviser Shares	\$ 38	\$ 1
Change in net assets resulting from capital transactions	\$ 246,646	\$ (306,887)

(continues on next page)

See notes to financial statements.

(Amounts in Thousands)

	USAA Value Fund	
	Six-Months Ended January 31, 2020 (unaudited)	Year Ended July 31, 2019
Share Transactions:		
Fund Shares		
Issued	1,395	3,912
Reinvested	13,458	6,172
Redeemed	(4,600)	(7,186)
Total Fund Shares	10,253	2,898
Institutional Shares		
Issued	2,228	2,071
Reinvested	3,777	2,755
Redeemed	(1,084)	(22,405)
Total Institutional Shares	4,921	(17,579)
Adviser Shares		
Issued	—(a)	2
Reinvested	2	1
Redeemed	—(a)	(3)
Total Adviser Shares	2	—(a)
Change in Shares	15,176	(14,681)

(a) Represents less than 500 shares.

See notes to financial statements.

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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
USAA Value Fund						
Fund Shares						
Six-Months Ended						
January 31, 2020 (unaudited)	\$19.32	0.17(d)	0.69	0.86	(0.21)	(4.41)
Year Ended						
July 31, 2019	\$22.01	0.25	(0.54)	(0.29)	(0.24)	(2.16)
Year Ended						
July 31, 2018	\$21.55	0.21	1.84	2.05	(0.21)	(1.38)
Year Ended						
July 31, 2017	\$19.41	0.27	2.74	3.01	(0.29)	(0.58)
Year Ended						
July 31, 2016	\$20.50	0.23	(0.31)	(0.08)	(0.23)	(0.78)
Year Ended						
July 31, 2015	\$20.00	0.20	1.28	1.48	(0.25)	(0.73)
Institutional Shares						
Six-Months Ended						
January 31, 2020 (unaudited)	\$19.33	0.18(d)	0.68	0.86	(0.21)	(4.41)
Year Ended						
July 31, 2019	\$22.00	0.28(d)	(0.55)	(0.27)	(0.24)	(2.16)
Year Ended						
July 31, 2018	\$21.54	0.23	1.84	2.07	(0.23)	(1.38)
Year Ended						
July 31, 2017	\$19.40	0.30	2.73	3.03	(0.31)	(0.58)
Year Ended						
July 31, 2016	\$20.49	0.25	(0.31)	(0.06)	(0.25)	(0.78)
Year Ended						
July 31, 2015	\$20.00	0.26(d)	1.24	1.50	(0.28)	(0.73)

* 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.

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

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)}
(4.62)	\$15.56	3.85%	0.96%	1.85%	0.96%	\$ 916,872	19%
(2.40)	\$19.32	(0.11)%	0.96%	1.35%	0.96%	\$ 940,515	108%(f)
(1.59)	\$22.01	9.69%	0.99%	1.10%	0.99%	\$1,007,712	29%
(0.87)	\$21.55	15.72%	1.08%(e)	1.37%	1.08%(e)	\$ 936,630	27%
(1.01)	\$19.41	(0.14)%	1.11%(e)	1.28%	1.11%(e)	\$ 807,052	20%
(0.98)	\$20.50	7.47%	1.09%	1.06%	1.09%	\$ 960,925	30%
(4.62)	\$15.57	3.88%	0.88%	1.90%	0.89%	\$ 256,008	19%
(2.40)	\$19.33	(0.02)%	0.88%	1.42%	0.88%	\$ 222,701	108%(f)
(1.61)	\$22.00	9.79%	0.91%	1.18%	0.91%	\$ 640,281	29%
(0.89)	\$21.54	15.86%	0.98%(e)	1.48%	0.98%(e)	\$ 591,384	27%
(1.03)	\$19.40	(0.04)%	0.98%(e)	1.41%	0.98%(e)	\$ 522,721	20%
(1.01)	\$20.49	7.57%	0.98%	1.23%	0.98%	\$ 299,990	30%

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

(continues on next page)

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
USAA Value Fund						
Adviser Shares						
Six-Months Ended						
January 31, 2020 (unaudited)	\$19.24	0.15(d)	0.67	0.82	(0.18)	(4.41)
Year Ended						
July 31, 2019	\$21.91	0.20	(0.55)	(0.35)	(0.16)	(2.16)
Year Ended						
July 31, 2018	\$21.46	0.15	1.83	1.98	(0.15)	(1.38)
Year Ended						
July 31, 2017	\$19.32	0.23	2.72	2.95	(0.23)	(0.58)
Year Ended						
July 31, 2016	\$20.43	0.17	(0.32)	(0.15)	(0.18)	(0.78)
Year Ended						
July 31, 2015	\$19.94	0.17	1.26	1.43	(0.21)	(0.73)

* 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.

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

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)}
(4.59)	\$15.47	3.67%	1.27%	1.58%	1.37%	\$ 6,961	19%
(2.32)	\$19.24	(0.44)%	1.27%(g)	1.03%	1.31%	\$ 8,613	108%(f)
(1.53)	\$21.91	9.41%	1.30%	0.79%	1.30%	\$ 9,807	29%
(0.81)	\$21.46	15.46%	1.33%(e)(h)	1.13%	1.38%(e)	\$ 9,626	27%
(0.96)	\$19.32	(0.52)%	1.42%(e)	0.97%	1.42%(e)	\$ 8,767	20%
(0.94)	\$20.43	7.22%	1.34%	0.82%	1.34%	\$ 9,269	30%

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

(g) Prior to December 1, 2018, USAA Asset Management Company ("AMCO") (previous Investment Adviser) voluntarily agreed to limit the annual expenses of the Adviser Shares to 1.30% of the Adviser Shares' average daily net assets.

(h) Effective December 1, 2016, AMCO (previous Investment Adviser) voluntarily agreed to limit the annual expenses of the Adviser Shares to 1.30% of the Adviser Shares' average daily net assets.

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 Value Fund (the “Fund”). The Fund offers three classes of shares: Fund Shares, Institutional Shares, and Adviser 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	\$1,157,204	\$—	\$(a)	\$1,157,204
Collateral for Securities Loaned . .	2,617	—	—	2,617
Total	<u>\$1,159,821</u>	<u>\$—</u>	<u>\$—</u>	<u>\$1,159,821</u>

(a) Amount is less than \$1 thousand.

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.

*(Unaudited)***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. The following table (amounts in thousands) is a summary of the Fund's securities lending transactions as of January 31, 2020.

<u>Value of Securities on Loan</u>	<u>Non-Cash Collateral</u>	<u>Cash Collateral</u>
\$2,492	\$—	\$2,617

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

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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 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, distribution and service 12b-1 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>
\$222,841	\$249,548

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. As of January 31, 2020, certain USAA fund-of-funds owned total outstanding shares of the Fund:

USAA Cornerstone Conservative Fund	0.2%
USAA Cornerstone Equity Fund	0.8%

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

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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 a base fee and a performance adjustment. The Fund’s base fee is accrued daily and paid monthly at an annualized rate of 0.65% 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 Multi-Cap Value Funds Index. The Lipper Multi-Cap Value Funds Index tracks the total return performance of each class within the Lipper Multi-Cap Value 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)¹</u>	<u>Annual Adjustment Rate (in basis points)¹</u>
+/- 100 to 400	+/- 4
+/- 401 to 700	+/- 5
+/- 701 and greater	+/- 6

¹ 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 Multi-Cap Value 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. For the six-months ended January 31, 2020, the Fund had no subadvisors.

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% of average daily net assets of the Fund Shares and Adviser Shares and 0.10% of average daily net assets of Institutional 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

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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. 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 and Adviser 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 are paid monthly based on a fee accrued daily at an annualized rate of 0.10% of average daily net assets, plus out-of-pocket expenses. 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 Adviser Shares pursuant to a Distribution Agreement between the Distributor and the Trust. Pursuant to the Distribution and Service Plans adopted in accordance with Rule 12b-1 under the 1940 Act, the Distributor may receive a monthly distribution and service fee, at an annual rate of up to 0.25% of the average daily net assets of the Adviser Shares. Amounts incurred are reflected on the Statement of Operations as 12b-1 Fees.

Adviser Shares are offered and sold without imposition of an initial sales charge or a contingent deferred sales charge.

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 0.96%, 0.88%, and 1.27% for Fund Shares, Institutional Shares, and Adviser 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

(Unaudited)

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

\$21

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.

The Fund uses a value-oriented investment strategy to select investments. The strategy may be out of favor or may not produce the intended results over short or longer time periods. The strategy may, at times, substantially underperform Funds that utilize other investment strategies, such as growth.

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

(Unaudited)

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.

The Fund did not utilize or participate in the Facility during the six-months ended January 31, 2020.

8. Federal Income Tax Information:

The Fund intends to distribute any net investment income annually. 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.

(Unaudited)

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	\$1,038.50	\$1,020.31	\$4.92	\$4.88	0.96%
Institutional Shares	1,000.00	1,038.80	1,020.71	4.51	4.47	0.88%
Adviser Shares	1,000.00	1,036.70	1,018.75	6.50	6.44	1.27%

* 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.

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.

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.

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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MUTUAL FUNDS

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