



MUTUAL FUNDS

SEPTEMBER 30, 2019

Semi Annual Report

USAA Global Equity Income Fund

Fund Shares (UGEIX)

Institutional Shares (UIGEX)

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

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

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

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

TABLE OF CONTENTS

USAA Mutual
Funds Trust

Financial Statements

<i>Investment Objective & Sector Allocations</i>	2
<i>Schedule of Portfolio Investments</i>	3
<i>Statement of Assets and Liabilities</i>	9
<i>Statement of Operations</i>	10
<i>Statements of Changes in Net Assets</i>	11
<i>Financial Highlights</i>	12

Notes to Financial Statements **14**

Supplemental Information **24**

<i>Proxy Voting and Portfolio Holdings Information</i>	25
<i>Expense Examples</i>	25
<i>Advisory Contract Approval</i>	26
<i>Privacy Policy (inside back cover)</i>	

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

IRA DISTRIBUTION WITHHOLDING DISCLOSURE

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

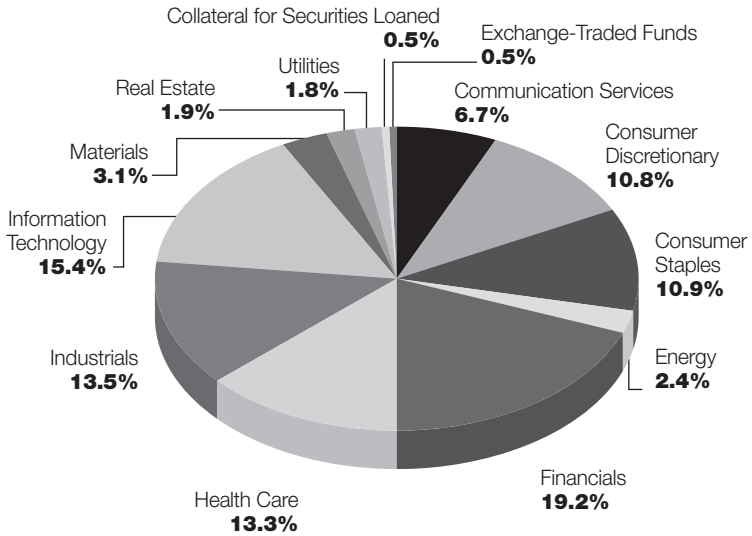
If you do not have a withholding election in place by the date of a distribution, federal income tax will be withheld from the taxable portion of your distribution at a rate of 10%. If you must pay estimated taxes, you may be subject to estimated tax penalties if your estimated tax payments are not sufficient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

For more specific information, please consult your tax adviser.

Investment Objective & Sector Allocations:

Investment Objective: Seeks total return with an emphasis on current income.

Portfolio Holdings*:



* Percentages are of total investments of the Fund.

(Amounts in Thousands, Except for Shares)

(Unaudited)

Security Description	Shares	Value
Common Stocks (98.6%)		
Communication Services (6.7%):		
BT Group PLC	49,755	\$ 109
CBS Corp., Class B	2,500	101
Comcast Corp., Class A	2,900	131
Eutelsat Communications SA	6,638	123
Hakuhodo DY Holdings, Inc.	7,400	108
HKT Trust & HKT Ltd.	95,000	151
Infoma PLC	11,705	123
JCDecaux SA	4,097	111
KDDI Corp.	14,400	376
Koninklijke KPN NV	40,414	126
Nippon Telegraph & Telephone Corp.	9,800	469
Omnicom Group, Inc.	4,600	359
Publicis Groupe SA	2,351	116
RTL Group SA	2,901	139
Shaw Communications, Inc., Class B	6,100	120
SoftBank Group Corp., Class C	17,100	674
Spark New Zealand, Ltd.	46,184	128
Telenor ASA	9,612	193
The Interpublic Group of Co., Inc.	5,500	119
The Walt Disney Co.	1,000	130
Toho Co. Ltd.	2,900	127
Verizon Communications, Inc.	17,781	1,073
WPP PLC	21,226	266
		<u>5,372</u>
Consumer Discretionary (10.8%):		
Barratt Developments PLC	17,376	138
Best Buy Co., Inc.	1,800	124
Bridgestone Corp.	5,100	198
Carnival Corp.	2,700	118
Cie Generale des Etablissements Michelin SCA	978	109
Compass Group PLC	5,180	133
Darden Restaurants, Inc.	1,000	118
Ford Motor Co.	48,400	444
Garmin Ltd.	1,600	136
General Motors Co., Class C	10,600	397
Genuine Parts Co.	1,200	120
H&R Block, Inc.	4,200	99
Harley-Davidson, Inc.	3,500	126
Hasbro, Inc.	2,000	237
Industria de Diseno Textil SA	11,197	346
Jardine Cycle & Carriage Ltd.	4,600	100
Kering SA	308	157
L Brands, Inc.	6,500	127
Las Vegas Sands Corp.	12,200	705
Lowe's Cos., Inc.	3,300	363
Ross Stores, Inc.	1,300	143
Sekisui House Ltd.	7,500	148

See notes to financial statements.

USAA Global Equity Income Fund

September 30, 2019

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

Security Description	Shares	Value
Starbucks Corp.	9,800	\$ 866
Target Corp.	3,800	406
Taylor Wimpey PLC	77,216	154
The Home Depot, Inc. (a)	5,300	1,231
The TJX Cos., Inc.	7,400	412
Toyota Motor Corp.	15,600	1,048
Tractor Supply Co.	1,100	99
		<u>8,802</u>
Consumer Staples (10.7%):		
Campbell Soup Co.	3,100	145
Church & Dwight Co., Inc.	1,700	128
Coca-Cola European Partners PLC	2,200	122
Colgate-Palmolive Co.	1,700	125
General Mills, Inc.	4,800	265
Heineken Holding NV	2,180	217
Heineken NV	3,019	325
Imperial Brands PLC	27,477	617
Kimberly-Clark Corp.	5,100	724
Koninklijke Ahold Delhaize NV	8,143	204
Sysco Corp.	2,300	183
The Clorox Co.	800	121
The J.M. Smucker Co.	1,100	121
The Procter & Gamble Co.	19,030	2,368
Tyson Foods, Inc., Class A	1,500	129
Walgreens Boots Alliance, Inc.	13,800	763
Walmart, Inc.	17,180	2,039
		<u>8,596</u>
Energy (2.4%):		
BP PLC	17,818	113
Chevron Corp.	1,200	142
Enagas SA	4,650	107
Equinor ASA	6,285	119
Exxon Mobil Corp.	2,700	191
Galp Energia, SGPS, SA	8,068	121
Inter Pipeline Ltd.	8,000	141
JXTG Holdings, Inc.	34,100	156
Koninklijke Vopak NV	2,691	138
ONEOK, Inc.	1,900	140
Pembina Pipeline Corp.	3,300	122
Phillips 66	1,300	133
Repsol SA	7,915	124
Royal Dutch Shell PLC, Class B	3,787	112
TOTAL SA	4,509	235
		<u>2,094</u>
Financials (19.2%):		
Aflac, Inc.	3,700	194
Allianz SE	5,388	1,254
Ameriprise Financial, Inc.	1,700	250

See notes to financial statements.

USAA Global Equity Income Fund

September 30, 2019

(Amounts in Thousands, Except for Shares)

(Unaudited)

Security Description	Shares	Value
Assicurazioni Generali SpA	16,026	\$ 311
Aviva PLC	23,469	115
AXA SA	15,302	391
Bank of America Corp.	34,420	1,004
Bank of Montreal	1,600	118
BNP Paribas SA	13,142	638
BOC Hong Kong Holdings Ltd.	66,500	226
Capital One Financial Corp.	2,400	218
CI Financial Corp.	7,600	111
Citigroup, Inc.	13,300	919
Citizens Financial Group, Inc.	3,500	124
Comerica, Inc.	1,700	112
Credit Agricole SA	26,064	315
DBS Group Holdings Ltd.	26,800	484
Deutsche Boerse AG	1,412	220
Direct Line Insurance Group PLC	29,460	109
Discover Financial Services	2,400	195
Fifth Third Bancorp.	5,000	137
Franklin Resources, Inc.	26,300	759
Great-West Lifeco, Inc.	6,400	154
Hang Seng Bank Ltd.	12,600	270
Huntington Bancshares, Inc.	13,600	194
Invesco Ltd.	8,600	146
Legal & General Group PLC	36,269	111
Manulife Financial Corp.	6,800	125
MetLife, Inc.	12,400	584
Muenchener Rueckversicherungs-Gesellschaft AG in Muenchen, Class R	492	127
National Australia Bank Ltd.	6,616	133
ORIX Corp.	9,100	136
Oversea-Chinese Banking Corp. Ltd.	14,700	116
Pargesa Holding SA	1,609	124
Prudential Financial, Inc.	1,700	153
Regions Financial Corp.	8,900	141
Resona Holdings, Inc.	29,800	128
Skandinaviska Enskilda Banken AB, Class A	24,767	228
Sumitomo Mitsui Financial Group, Inc.	10,300	354
Sun Life Financial, Inc.	3,000	134
Svenska Handelsbanken AB, Class A	13,722	128
T. Rowe Price Group, Inc.	2,300	263
The Allstate Corp.	3,000	326
The Bank of Nova Scotia	4,500	255
The PNC Financial Services Group, Inc.	2,500	350
The Progressive Corp.	4,700	363
The Travelers Co., Inc.	1,000	149
Tokio Marine Holdings, Inc.	12,500	671
Unilever NV	13,272	797
United Overseas Bank Ltd.	6,400	119
Zurich Insurance Group AG	1,021	391
		15,374

See notes to financial statements.

USAA Global Equity Income Fund

September 30, 2019

(Amounts in Thousands, Except for Shares)

(Unaudited)

Security Description	Shares	Value
Health Care (13.1%):		
Abbott Laboratories	2,500	\$ 210
AbbVie, Inc.	18,400	1,394
Alfresa Holdings Corp.	5,000	112
AmerisourceBergen Corp.	1,500	123
Amgen, Inc.	2,100	406
Anthem, Inc.	1,000	240
Bristol-Myers Squibb Co.	9,200	467
Cardinal Health, Inc.	6,100	288
Danaher Corp.	1,200	173
Johnson & Johnson	17,300	2,239
Koninklijke Philips NV	2,858	132
McKesson Corp.	1,100	150
Medtronic PLC	1,900	206
Novartis AG	13,839	1,200
Pfizer, Inc.	49,400	1,775
Quest Diagnostics, Inc.	1,500	161
Roche Holding AG	3,779	1,100
Smith & Nephew PLC	5,733	138
STERIS PLC	800	116
Stryker Corp.	700	151
UnitedHealth Group, Inc.	500	109
		10,890
Industrials (13.5%):		
3M Co.	4,300	707
ABB Ltd.	6,186	122
ANA Holdings, Inc. (a)	3,800	128
Atlas Copco AB, Class A	8,913	274
Aurizon Holdings Ltd.	32,737	131
Brambles Ltd.	13,726	106
C.H. Robinson Worldwide, Inc.	1,500	127
CIMIC Group Ltd.	3,948	84
Cummins, Inc.	2,100	342
Delta Air Lines, Inc.	3,300	190
Dover Corp.	1,500	149
Eaton Corp. PLC, ADR	4,100	340
Ferguson PLC	1,922	140
Geberit AG	280	134
Honeywell International, Inc.	5,500	931
Illinois Tool Works, Inc.	2,500	391
Ingersoll-Rand PLC	2,400	296
Itochu Corp.	10,600	220
Japan Airlines Co. Ltd., Class C	3,900	116
Jardine Matheson Holdings Ltd.	2,000	107
Jardine Strategic Holdings Ltd.	3,300	99
Lockheed Martin Corp.	1,800	702
Mitsubishi Corp.	11,600	286
Mitsubishi Heavy Industries Ltd.	4,200	165
Norfolk Southern Corp.	600	108
NWS Holdings Ltd.	60,000	93

See notes to financial statements.

USAA Global Equity Income Fund

September 30, 2019

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

Security Description	Shares	Value
Obayashi Corp.	12,600	\$ 126
PACCAR, Inc.	3,000	210
Parker-Hannifin Corp.	700	126
Randstad RV	3,656	180
RELX PLC	8,774	208
Republic Services, Inc., Class A	1,400	121
Rockwell Automation, Inc.	800	132
Safran SA	1,239	195
Snap-on, Inc.	700	110
Southwest Airlines Co.	3,300	178
Sumitomo Corp.	8,200	128
Thales SA	1,240	143
The Boeing Co.	3,000	1,141
Thomson Reuters Corp.	5,300	354
Union Pacific Corp.	3,100	502
United Technologies Corp.	1,000	137
Waste Management, Inc.	1,100	127
Wolters Kluwer NV	2,319	169
		<u>10,775</u>
Information Technology (15.4%):		
Apple, Inc.	11,900	2,665
Applied Materials, Inc.	3,700	185
Cisco Systems, Inc.	37,217	1,839
Fidelity National Information Services, Inc.	2,500	332
Hitachi Ltd.	3,700	139
Intel Corp.	2,600	134
International Business Machines Corp.	10,457	1,520
Juniper Networks, Inc.	4,700	116
KLA Corp.	1,000	159
Lam Research Corp.	700	162
Maxim Integrated Products, Inc.	2,100	122
Microsoft Corp.	10,335	1,437
NetApp, Inc.	2,000	105
Oracle Corp.	23,000	1,266
Paychex, Inc.	3,100	257
QUALCOMM, Inc.	11,300	861
Texas Instruments, Inc.	5,700	737
The Western Union Co.	12,300	285
Visa, Inc., Class A	1,300	224
		<u>12,545</u>
Materials (3.1%):		
Akzo Nobel NV	2,040	182
AmcOR PLC	10,800	105
Asahi Kasei Corp.	11,700	116
Celanese Corp., Series A	1,200	147
Fortescue Metals Group Ltd.	36,691	218
HeidelbergCement AG	1,533	111
LafargeHolcim Ltd.	2,542	125
LyondellBasell Industries NV, Class A	3,600	322

See notes to financial statements.

USAA Global Equity Income Fund

September 30, 2019

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

Security Description	Shares	Value
Packaging Corp. of America	1,300	\$ 138
PGP Industries, Inc.	1,600	189
Rio Tinto PLC	19,267	1,002
		<u>2,655</u>
Real Estate (1.9%):		
Daito Trust Construction Co. Ltd.	1,000	128
Kerry Properties Ltd.	29,500	91
Simon Property Group, Inc.	4,400	685
Stockland	42,395	130
Swiss Prime Site AG	1,422	139
Ventas, Inc.	4,400	321
Vicinity Centres	72,157	125
		<u>1,619</u>
Utilities (1.8%):		
AES Corp.	7,400	121
American Electric Power Co., Inc.	1,400	131
American Water Works Co., Inc.	1,100	137
Duke Energy Corp.	1,400	134
Entergy Corp.	1,200	141
OGE Energy Corp.	2,900	132
Power Assets Holdings Ltd.	17,000	114
Terna Rete Elettrica Nazionale SpA	19,485	125
The Southern Co.	2,200	136
United Utilities Group PLC	12,487	127
Xcel Energy, Inc.	2,100	136
		<u>1,434</u>
Total Common Stocks (Cost \$75,074)		80,156
Exchange-Traded Funds (0.5%)		
iShares MSCI ACWI ETF	5,803	428
Total Exchange-Traded Funds (Cost \$434)		428
Collateral for Securities Loaned[^] (0.5%)		
HSBC U.S. Government Money Market Fund, I Shares, 1.85% (b)	368,100	368
Total Collateral for Securities Loaned (Cost \$368)		368
Total Investments (Cost \$75,876) — 99.6%		80,952
Other assets in excess of liabilities — 0.4%		329
NET ASSETS — 100.00%		\$81,281

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

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

(b) Rate disclosed is the daily yield on September 30, 2019.

ADR — American Depositary Receipt

ETF — Exchange-Traded Fund

PLC — Public Limited Company

See notes to financial statements.

Statement of Assets and Liabilities

USAA Mutual Funds Trust

September 30, 2019

(Amounts in Thousands, Except Per Share Amounts)

(Unaudited)

	USAA Global Equity Income Fund
Assets:	
Investments, at value (Cost \$75,876)	\$80,952(a)
Foreign currency, at value (Cost \$48)	48
Cash and cash equivalents	368
Interest and dividends receivable	161
Receivable for capital shares issued	26
Reclaims receivable	199
Receivable from Adviser	23
Prepaid expenses	19
Total assets	81,796
Liabilities:	
Payables:	
Collateral received on loaned securities	368
Capital shares redeemed	27
Accrued expenses and other payables:	
Investment advisory fees	33
Administration fees	10
Custodian fees	8
Transfer agent fees	11
Chief Compliance Officer fees	—(b)
Other accrued expenses	58
Total liabilities	515
Net Assets:	
Capital	72,003
Total distributable earnings/(loss)	9,278
Net assets	\$81,281
Net Assets	
Fund Shares	\$75,902
Institutional Shares	5,379
Total	\$81,281
Shares (unlimited number of shares authorized with no par value):	
Fund Shares	7,062
Institutional Shares	500
Total	7,562
Net asset value, offering and redemption price per share: (c)	
Fund Shares	\$ 10.75
Institutional Shares	\$ 10.76

(a) Includes \$359 of securities on loan.

(b) Rounds to less than \$1.

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

See notes to financial statements.

Statement of Operations

USAA Mutual Funds Trust

For the Six Months Ended September 30, 2019

(Amounts in Thousands)

(Unaudited)

	USAA Global Equity Income Fund
Investment Income:	
Dividends	\$ 1,630
Interest	5
Securities lending (net of fees)	—(a)
Foreign tax withholding	(93)
Total income	1,542
Expenses:	
Investment advisory fees	204
Professional fees	—(a)
Administration fees — Fund Shares	57
Administration fees — Institutional Shares	3
Custodian fees	35
Transfer agent fees — Fund Shares	66
Transfer agent fees — Institutional Shares	3
Trustees' fees	18
Chief Compliance Officer fees	—(a)
Legal and audit fees	48
State registration and filing fees	16
Other expenses	25
Total expenses	475
Expenses waived/reimbursed by Adviser	(23)
Expenses waived/reimbursed by AMCO	(48)
Net expenses	404
Net Investment Income (Loss)	1,138
Realized/Unrealized Gains (Losses) from Investments:	
Net realized gains (losses) from investment securities and foreign currency translations	5,138
Net change in unrealized appreciation/depreciation on investment securities and foreign currency translations	(3,424)
Net realized/unrealized gains (losses) on investments	1,714
Change in net assets resulting from operations	\$ 2,852

(a) Rounds to less than \$1.

See notes to financial statements.

(Amounts in Thousands)

	USAA Global Equity Income Fund	
	Six Months Ended September 30, 2019 (unaudited)	Year Ended March 31, 2019
From Investments:		
Operations:		
Net investment income (loss)	\$ 1,138	\$ 2,248
Net realized gains (losses) from investments	5,138	1,605
Net change in unrealized appreciation (depreciation) on investments	(3,424)	(724)
Change in net assets resulting from operations	2,852	3,129
Distributions to Shareholders:		
Fund Shares	(968)	(5,165)
Institutional Shares	(72)	(356)
Change in net assets resulting from distributions to shareholders	(1,040)	(5,521)
Change in net assets resulting from capital transactions	(878)	(18,809)
Change in net assets	934	(21,201)
Net Assets:		
Beginning of period	80,347	101,548
End of period	\$81,281	\$ 80,347
Capital Transactions:		
Fund Shares		
Proceeds from shares issued	\$ 5,601	\$ 7,528
Distributions reinvested	793	4,126
Cost of shares redeemed	(7,272)	(30,463)
Total Fund Shares	\$ (878)	\$ (18,809)
Institutional Shares		
Proceeds from shares issued	—	—
Distributions reinvested	—	—
Cost of shares redeemed	—	—
Total Institutional Shares	—	—
Change in net assets resulting from capital transactions	\$ (878)	\$ (18,809)
Share Transactions:		
Fund Shares		
Issued	529	707
Reinvested	74	404
Redeemed	(685)	(2,797)
Total Fund Shares	(82)	(1,686)
Institutional Shares		
Issued	—	—
Reinvested	—	—
Redeemed	—	—
Total Institutional Shares	—	—
Change in Shares	(82)	(1,686)

See notes to financial statements.

For a Share Outstanding Throughout Each Period

	Net Asset Value, Beginning of Period	Investment Activities			Distributions to Shareholders From	
		Net Investment Income (Loss)	Net Realized and Unrealized Gains (Losses) on Investments	Total from Investment Activities	Net Investment Income	Net Realized Gains from Investments
USAA Global Equity Income Fund Fund Shares						
Six Months Ended						
September 30, 2019 (unaudited)	\$10.51	0.15(d)	0.23	0.38	(0.14)	—
Year Ended March 31, 2019	\$10.88	0.27	0.06	0.33	(0.27)	(0.43)
Year Ended March 31, 2018	\$10.42	0.23	0.54	0.77	(0.23)	(0.08)
Year Ended March 31, 2017	\$ 9.39	0.21	1.03	1.24	(0.21)	—
August 7, 2015(f) through March 31, 2016	\$10.00	0.14(d)	(0.68)	(0.54)	(0.07)	—
Institutional Shares						
Six Months Ended						
September 30, 2019 (unaudited)	\$10.52	0.19(d)	0.19	0.38	(0.14)	—
Year Ended March 31, 2019	\$10.89	0.27	0.07	0.34	(0.28)	(0.43)
Year Ended March 31, 2018	\$10.43	0.23	0.54	0.77	(0.23)	(0.08)
Year Ended March 31, 2017	\$ 9.39	0.23	1.02	1.25	(0.21)	—
August 7, 2015(f) through March 31, 2016	\$10.00	0.15(d)	(0.68)	(0.53)	(0.08)	—

* 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 4 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) Prior to August 1, 2018, AMCO voluntarily agreed to limit the annual expenses of the Fund Shares to 1.20% of the Fund Shares' average daily net assets.

(f) Commencement of operations.

(g) Prior to August 1, 2018, AMCO voluntarily agreed to limit the annual expenses of the Institutional Shares to 1.10% of the Institutional Shares' average daily net assets.

(h) Reflects an increase in trading activity due to asset allocation shifts.

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)}
(0.14)	\$10.75	3.58%	1.00%	2.74%	1.13%	\$75,902	83%(h)
(0.70)	\$10.51	3.43%	1.03%(e)	2.56%	1.10%	\$75,086	15%
(0.31)	\$10.88	7.41%	1.05%	2.17%	1.05%	\$96,101	22%
(0.21)	\$10.42	13.33%	1.20%	2.28%	1.26%	\$85,830	22%
(0.07)	\$ 9.39	(5.35)%	1.20%	2.12%	1.37%	\$42,080	16%
(0.14)	\$10.76	3.65%	0.90%	3.64%	1.66%	\$ 5,379	83%(h)
(0.71)	\$10.52	3.47%	0.97%(g)	2.58%	1.22%	\$ 5,261	15%
(0.31)	\$10.89	7.35%	1.10%	2.14%	1.29%	\$ 5,447	22%
(0.21)	\$10.43	13.49%	1.10%	2.40%	1.55%	\$ 5,214	22%
(0.08)	\$ 9.39	(5.32)%	1.10%	2.20%	1.79%	\$ 4,695	16%

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 Global Equity Income Fund (the "Fund"). The Fund offers two classes of shares: Fund Shares and Institutional 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 expenses allocable exclusively to each class of shares, voting rights on matters solely affecting a single class of shares, and the exchange privilege of each class of shares.

On November 6, 2018, United Services Automobile Association ("USAA"), the parent company of USAA Asset Management Company ("AMCO"), the investment adviser to the Fund, and USAA Transfer Agency Company, d/b/a USAA Shareholder Account Services ("SAS"), the transfer agent to the Fund, announced that AMCO and SAS would be acquired by Victory Capital Holdings Inc., a global investment management firm headquartered in Cleveland, Ohio (the "Transaction"). The Transaction closed on July 1, 2019. A special shareholder meeting was held on April 18, 2019, at which shareholders of the Fund approved a new investment advisory agreement between the Trust, on behalf of the Fund, and Victory Capital Management Inc. ("VCM" or "Adviser"). Effective July 1, 2019, VCM replaced AMCO as the investment adviser to the Fund and Victory Capital Transfer Agency Company replaced SAS as the Fund's transfer agent. In addition, effective on that same date shareholders of the Fund also elected the following two new directors to the Board of the Trust to serve upon the closing of the Transaction: (1) David C. Brown, to serve as an Interested Trustee; and (2) John C. Walters, to serve as an Independent Trustee. Effective August 5, 2019, Citibank, N.A. is the new custodian for the USAA Mutual Funds.

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.)

(Unaudited)

- 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 at the Nasdaq Official Closing Price. If there have been no sales for that day on the exchange or system, then a security is valued at the last available bid quotation on the exchange or system where the security is principally traded. In each of these situations, valuations are typically categorized as Level 1 in the fair value hierarchy.

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

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 September 30, 2019, based upon the three levels defined above, is included in the table below while the breakdown, by category, of investments is disclosed in the Schedule of Portfolio Investments (amounts in thousands):

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Common Stocks	\$54,893	\$25,263	\$—	\$80,156
Exchange-Traded Funds	428	—	—	428
Collateral for Securities Loaned	368	—	—	368
Total	<u>\$55,689</u>	<u>\$25,263</u>	<u>\$—</u>	<u>\$80,952</u>

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. A 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 has 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 \$100,000. 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 September 30, 2019, the Fund's value of outstanding securities on loan and the value of collateral are as follows:

<u>Value of securities on loan</u>	<u>Non-Cash collateral</u>	<u>Cash collateral</u>
\$358,760	\$—	\$368,100

Foreign Currency Translations:

The accounting records of the Fund are maintained in U.S. dollars. Investment securities and other assets and liabilities of a 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.

Foreign Taxes:

The Fund may be subject to foreign taxes related to foreign income received (a portion of which may be reclaimable), capital gains on the sale of securities, and certain foreign currency transactions. All foreign taxes are recorded in accordance with the applicable regulations and rates that exist in the foreign jurisdictions in which the Fund invests.

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 March 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., all open tax years 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 which 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, printing and 12b-1 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.

Cross-Trade Transactions:

Pursuant to Rule 17a-7 under the 1940 Act, the Fund may engage in cross-trades which are securities transactions with affiliated investment companies and advisory accounts managed by the Adviser and any applicable sub-adviser. Any such purchase or sale transaction must be effected without brokerage commission or other remuneration, except for customary transfer fees. The transaction must be effected at the current market price, which is either the security's last sale price on an exchange or, if there are no transactions in the security that day, at the average of the highest bid and lowest asked price. For the six months ended September 30, 2019, the Fund did not engage in any securities transactions with affiliated funds.

*(Unaudited)***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 September 30, 2019 were as follows for the Fund (amounts in thousands):

<u>Excluding U.S. Government Securities</u>	
<u>Purchases</u>	<u>Sales</u>
\$66,422	\$67,163

There were no purchases and sales of U.S. Government Securities during the six months ended September 30, 2019.

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

Effective with the Transaction on July 1, 2019, investment advisory services are provided to the Fund by the Adviser, a New York corporation registered as an investment adviser with the Securities and Exchange Commission ("SEC"). The Adviser is a wholly-owned indirect subsidiary of Victory Capital Holdings, Inc., a publicly traded Delaware corporation, and a wholly-owned direct subsidiary of Victory Capital Operating, LLC. Under the terms of the Investment Advisory Agreement, the Adviser is entitled to receive 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%. Amounts incurred and paid to VCM from July 1, 2019 through September 30, 2019 are \$102 thousand and are reflected on the Statement of Operations as Investment Advisory fees.

Prior to the Transaction on July 1, 2019, AMCO provided investment management services to the Fund pursuant to an Advisory Agreement. Under this agreement, AMCO was responsible for managing the business and affairs of the Fund, and for directly managing day-to-day investment of the Fund's assets, subject to the authority of and supervision by the Board. The investment management fee for the Fund was comprised of a base fee and a performance adjustment. The Fund's base fee was accrued daily and paid monthly at an annualized rate of 0.50% of the Fund's average daily net assets.

Effective with the Transaction on July 1, 2019, no performance adjustments will be made for periods beginning July 1, 2019, through June 30, 2020, and only performance beginning as of July 1, 2020, and thereafter will be utilized in calculating performance adjustments through June 30, 2020.

Prior to the Transaction on July 1, 2019, the performance adjustment for each share class was calculated monthly by comparing the Fund's performance to that of the Lipper Global Equity Income Funds Index. The Lipper Global Equity Income Funds Index tracks the total return performance of funds within the Lipper Global Equity Income Funds category.

The performance period for each share class consists of the current month plus the previous 35 months. The following table was 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 index, rounded to the nearest basis point. Average daily net assets of the share class are calculated over a rolling 36-month period.

(Unaudited)

Each class' annual performance adjustment rate is multiplied by the average daily net assets of each respective 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 Global Equity Income Funds Index over that period, even if the class has overall negative returns during the performance period.

For the period April 1, 2019 through June 30, 2019, there were no performance adjustments for the Fund. Base fees incurred and paid to AMCO from April 1, 2019 through June 30, 2019 were \$101 thousand and reflected on the Statement of Operations as Investment Advisory fees.

Effective with the Transaction on July 1, 2019, the Trust relies on an exemptive order granted to VCM and its affiliated funds by the SEC in March 2019 permitting the use of a "manager-of-managers" structure for certain funds. Prior to that date, the Trust relied on a similar exemptive order granted by the SEC to the Trust and its affiliated persons. Under a manager of managers structure, the investment adviser may select (with approval of the Board and without shareholder approval) one or more subadvisers to manage the day-to-day investment of a fund's assets. For the six months ended September 30, 2019, the Fund had no subadvisers.

Administration and Servicing Fees:

Effective with the Transaction on July 1, 2019, VCM serves as the Fund's administrator and fund accountant. Under a Fund Administration, Servicing and Accounting Agreement, VCM is paid for its services an annual fee at a rate of 0.15% and 0.10% of average daily net assets of the Fund Shares and Institutional Shares, respectively. Amounts incurred from July 1, 2019 through September 30, 2019 are \$28 and \$1 thousand for Fund Shares and Institutional Shares, respectively. These amounts are presented on the Statement of Operations as Administration fees.

Effective with the Transaction on July 1, 2019, the Fund (as part of the Trust) has entered into an agreement to provide compliance services with the Adviser, pursuant to which the Adviser furnishes its compliance personnel, including the services of the Chief Compliance Officer ("CCO"), and other resources reasonably necessary to provide the Trust with compliance oversight services related to the design, administration and oversight of a compliance program for the Trust in accordance with Rule 38a-1 under the 1940 Act. The CCO is an employee of the Adviser, which pays the compensation of the CCO and his support staff. Funds in the Trust, Victory Variable Insurance Funds, Victory Portfolios and Victory Portfolios II (collectively, the "Victory Funds Complex") in the aggregate, compensates the Adviser for these services. Amounts incurred during the period from April 1, 2019 to June 30, 2019 are reflected on the Statement of Operations as Chief Compliance Officer Fees.

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

Prior to the Transaction on July 1, 2019, AMCO provided certain administration and servicing functions for the Fund. For such services, AMCO received a fee accrued daily and paid monthly at an annualized rate of 0.15% and 0.10% of average daily net assets for the Fund Shares and Institutional Shares, respectively. Amounts incurred from April 1, 2019 through June 30, 2019 were \$28 and \$1 thousand for Fund Shares and Institutional Shares, respectively. These amounts are presented on the Statement of Operations as Administration fees.

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

(Unaudited)

incurred by AMCO. Amounts reimbursed by the Fund to AMCO for these compliance and legal services are presented on the Statement of Operations as Professional fees.

Transfer Agency Fees:

Effective with the Transaction on July 1, 2019, Victory Capital Transfer Agency, Inc. ("VCTA"), (formerly, USAA Shareholder Account Services ("SAS")), provides transfer agency services to the Fund. VCTA, an affiliate of the Adviser, provides transfer agent services to the Fund Shares based on annual charge of \$23.00 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 the Institutional Shares' average daily net assets, plus out of pocket expenses. Amounts incurred and paid to VCTA from July 1, 2019 through September 30, 2019 was \$29 and \$1 thousand for the Fund Shares and Institutional Shares, respectively. Amounts incurred and paid to SAS from April 1, 2019 through June 30, 2019 was \$29 and \$1 thousand for the Fund Shares and Institutional Shares, respectively. These amounts are reflected on the Statement of Operations as Transfer agent fees.

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

Distributor/Underwriting services:

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

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

Other Fees:

Prior to the Transaction on July 1, 2019, State Street Bank and Trust Company served as the Fund's accounting agent and custodian.

Effective August 5, 2019, Citibank, N.A., serves as the Fund's custodian.

The Trust pays an annual retainer and quarterly meeting fees to each Independent Trustee and a retainer and quarterly meeting fees to each Chair of each Committee of the Board, of which there are four positions. The Chair of the Board also receives an annual retainer. The aggregate amount of the fees and expenses of the Independent Trustees and Chair are allocated amongst all the funds in the Trust and are presented in the Statements of Operations. Amounts incurred during the six month period ended June 30, 2019 are reflected on the Statement of Operations as Trustees' Fees.

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

Effective with the Transaction on July 1, 2019, the Adviser has entered into an expense limitation agreement with the Fund until at least June 30, 2021. Under the terms of the agreement, the Adviser has agreed to waive fees or reimburse certain expenses to the extent that ordinary operating expenses incurred by certain classes of the Fund in any fiscal year exceed the expense limit for such classes of the Fund. Such excess amounts will be the liability of the Adviser. Interest, taxes, brokerage commissions, other expenditures which are capitalized in accordance with GAAP, and other extraordinary expenses not incurred in the ordinary course of the Fund's business are excluded from the expense limits. Effective July 1, 2019 through September 30, 2019, the expense limit (excluding voluntary waivers) is 1.00% and 0.90% for the Fund Shares and Institutional 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

(Unaudited)

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 September 30, 2019, the following amounts are available to be repaid to the Adviser (amounts in thousands). Amounts repaid to the Adviser during the six months ended, if any, are reflected on the Statement of Operations as “Recoupment of prior expenses waived/reimbursed by Adviser”.

Expires 03/31/2023

\$23

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 September 30, 2019.

Prior to the Transaction on July 1, 2019, AMCO agreed, through July 31, 2019, to limit the total annual operating expenses of the Fund Shares and Institutional Shares to 1.00% and 0.90%, respectively, of their average daily net assets, excluding extraordinary expenses and before reductions of any expenses paid indirectly, and to reimburse the Fund Shares and Institutional Shares for all expenses in excess of those amounts. Effective with the Transaction on July 1, 2019, this expense limit is no longer in effect and are not available to be recouped by AMCO. For the period April 1, 2019 through June 30, 2019, the Fund Shares and Institutional Shares incurred reimbursements of \$39 and \$9 thousand, respectively. These amounts are reflected on the Statement of Operations as Expenses waived/reimbursed by AMCO.

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

5. Risks:

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

An investment in the Fund’s shares represent an indirect investment in the securities owned by the Fund, some of which will be traded on a national securities exchange or in the over-the-counter markets. The value of the securities in which the Fund invests, like other market investments, may move up or down, sometimes rapidly and unpredictably. The value of the securities in which the Fund invests may affect the value of the Fund’s shares. An investment in the Fund’s shares at any point in time may be worth less than the original investment, even after taking into account the reinvestment of the Fund’s distributions.

The Fund invests in securities of foreign issuers in various countries. Investing on an international basis involves certain risks not involved in domestic investments including the risk of nationalization or expropriation of assets, imposition of currency exchange controls or restrictions on the repatriation of foreign currency, confiscatory taxation, political or financial instability and diplomatic developments, which could affect the value of a Fund’s investments in certain foreign countries. Governments of many countries have exercised and continue to exercise substantial influence over many aspects of the private sector through the ownership or control of many companies, including some of the largest in these countries. As a result, government actions in the future could have a significant effect on economic conditions which may adversely affect prices of certain portfolio securities. There is also generally less government supervision and regulation of stock exchanges, brokers and listed companies than in the U.S. Dividends or interest on, or proceeds from the sale of, foreign securities may be subject to foreign withholding taxes, and special U.S. tax considerations may apply. Moreover, foreign economies may differ favorably or unfavorably from the U.S. economy in such respects as growth of gross national product, rate of inflation, capital re-investment, resource self-sufficiency and balance of payments position. The Schedule of Portfolio Investments includes information on the Fund’s holdings, including industry and/or geographic composition, as relevant.

(Unaudited)

The Fund will be subject to credit risk with respect to the amount it expects to receive from counterparties for financial instruments entered into by the Fund. The Fund may be negatively impacted if a counterparty becomes bankrupt or otherwise fails to perform its obligations due to financial difficulties. The Fund may experience significant delays in obtaining any recovery in bankruptcy or other reorganization proceeding and the Fund may obtain only limited recovery or may obtain no recovery in such circumstances. The Fund typically enters into transactions with counterparties whose credit ratings are investment grade, as determined by a nationally recognized statistical rating organization or, if unrated, judged by the Adviser to be of comparable quality.

6. Borrowing and Interfund Lending:

Line of Credit:

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

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

The Fund had no borrowings under either agreement with Citibank or CAPCO during the six months ended September 30, 2019.

Interfund Lending:

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

The Fund did not utilize or participate in the Facility during the period July 1, 2019 through September 30, 2019.

7. Federal Income Tax Information:

The Fund intends to declare and distribute any net investment income quarterly. Distributable net realized gains, if any, are declared and distributed 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

(Unaudited)

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 March 31, 2020.

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

Year Ended March 31, 2019		
Distributions paid from		
Ordinary Income	Net Long-Term Capital Gains	Total Distributions Paid
\$2,577	\$2,944	\$5,521

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

Undistributed Ordinary Income	Accumulated Capital and Other Losses	Qualified Late Year Losses*	Unrealized Appreciation (Depreciation)**	Total Accumulated Earnings (Deficit)
\$18	\$(1,062)	\$1,062	\$8,510	\$8,528

* Under the current tax law, net investment losses realized after October 31 of a Fund's fiscal year may be deferred and treated as occurring on the first business day of the following fiscal year for tax purposes.

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

As of the most recent tax year ended March 31, 2019, the Fund had no capital loss carryforwards ("CLCFs") for federal income tax purposes.

8. Subsequent Events:

The Fund has evaluated the need for additional disclosures or adjustments resulting from subsequent events through the date these financial statements were issued. Based on this evaluation, there were no subsequent events to report that would have a material impact on the Fund's financial statements.

*(Unaudited)***Shareholder Voting Results**

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

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

PROPOSAL 1

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

Number of Shares Voting		
<u>For</u>	<u>Against</u>	<u>Abstain</u>
4,137,834	276,927	265,146

PROPOSAL 2

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

	Number of Shares Voting	
	<u>For</u>	<u>Votes Withheld</u>
Trustees		
David C. Brown	8,299,565,565	820,887,736
John C. Walters	8,317,935,885	802,517,416

Proxy Voting and Portfolio Holdings Information

Proxy Voting:

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

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

Availability of Schedules of Portfolio Investments:

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

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 April 1, 2019, through September 30, 2019.

The **Actual Expense** figures in the table below provide information about actual account values and actual expenses. You may use the information below, together with the amount you invested, to estimate the expenses that you paid over the period. Simply divide your account value by \$1,000 (for example, an \$8,600 account value divided by \$1,000 = 8.6), then multiply the result by the number in the table under the heading entitled "Actual Expenses Paid During Period" to estimate the expenses you paid on your account during this period.

The **Hypothetical Expense** figures in the table below provide information about hypothetical account values and hypothetical expenses based on the Fund's actual expense ratio and an assumed rate of return of 5% per year before expenses, which is not the Fund's actual return. The hypothetical account values and expenses may not be used to estimate the actual ending account balance or expenses you paid for the period. You may use this information to compare this 5% hypothetical example with the 5% hypothetical examples that appear in shareholder reports of other funds.

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

	Beginning Account Value 4/1/19	Actual Ending Account Value 9/30/19	Hypothetical Ending Account Value 9/30/19	Actual Expenses Paid Period 4/1/19- 9/30/19*	Hypothetical Expenses Paid During Period 4/1/19- 9/30/19*	Annualized Expense Ratio During Period 4/1/19- 9/30/19
Fund	\$1,000.00	\$1,035.80	\$1,020.00	\$5.09	\$5.05	1.00%
Institutional	1,000.00	1,036.50	1,020.50	4.58	4.55	0.90%

* Expenses are equal to the average account value multiplied by the Fund's annualized expense ratio multiplied by 183/366 (the number of days in the most recent fiscal half-year divided by the number of days in the fiscal year).

Advisory Contract Approval

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

In advance of the meeting, the Trustees received and considered a variety of information relating to the Advisory Agreement and the Manager and were given the opportunity to ask questions and request additional information from management. The information provided to the Board included, among other things: (i) a separate report prepared by an independent third party, which provided a statistical analysis comparing the Fund’s investment performance, expenses, and fees to comparable investment companies; (ii) information concerning the services rendered to the Fund, as well as information regarding the Manager’s revenues and costs of providing services to the Fund and compensation paid to affiliates of the Manager; and (iii) information about the Manager’s operations and personnel. Prior to voting, the Independent Trustees reviewed the proposed continuation of the Advisory Agreement with management and with experienced counsel retained by the Independent Trustees (“Independent Counsel”) and received materials from such Independent Counsel discussing the legal standards for their consideration of the proposed continuation of the Advisory Agreement with respect to the Fund. The Independent Trustees also reviewed the proposed continuation of the Advisory Agreement with respect to the Fund in private sessions with Independent Counsel at which no representatives of management were present.

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

Advisory Agreement

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

Nature, Extent, and Quality of Services — In considering the nature, extent, and quality of the services to be provided by the Manager under the Advisory Agreement, the Board reviewed information provided by the Manager relating to its operations and personnel. The Board also took into account its knowledge of the Manager’s management and the quality of the performance of the Manager’s duties through Board meetings, discussions, and reports during the preceding year in connection with the other funds in the Trust. The Board considered the fees to be paid to the Manager and the services to be provided to the Fund by the Manager under the Advisory Agreement, as well as other services to be provided by the Manager and its affiliates under other agreements, and the personnel who would be responsible for providing these services. The Board also took into consideration that, in addition to the investment advisory services to be provided to the Fund, the Manager and its affiliates will provide administrative services, compliance oversight, shareholder services, oversight of Fund accounting, assistance in meeting legal and regulatory requirements, and other services necessary for the operation of the Fund and the Trust.

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

(Unaudited)

The Board also considered the significant risks assumed by the Manager in connection with the services provided to the Fund, including investment, operational, enterprise, litigation, regulatory and compliance risks.

The Board considered the Manager's management style and the performance of the Manager's duties under the Advisory Agreement with respect to the other funds in the Trust. The Board considered the level and depth of knowledge of the Manager, including the professional experience and qualifications of its senior and investment personnel, as well as current staffing levels. The allocation of the Fund's brokerage, including the Manager's process for monitoring "best execution," was also considered. The Manager's role in coordinating the activities of the Fund's other service providers also was considered. The Board also considered the Manager's risk management processes. The Board considered the Manager's financial condition and that it had the financial wherewithal to provide a high quality of services under the Advisory Agreement. In reviewing the Advisory Agreement, the Board focused on the experience, resources, and strengths of the Manager and its affiliates in managing the other funds in the Trust.

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

Expenses and Performance — In connection with its consideration of the Advisory Agreement, the Board evaluated the Fund's advisory fees and total expense ratio as compared to other open-end investment companies deemed to be comparable to the Fund as determined by the independent third party in its report. The Fund's expenses were compared to (i) a group of investment companies chosen by the independent third party to be comparable to the Fund based upon certain factors, including fund type, comparability of investment objective and classification, sales load type (in this case, investment companies with no sales loads), asset size, and expense components (the "expense group") and (ii) a larger group of investment companies that includes the Fund and all other no-load retail open-end investment companies with the same investment classifications/objectives as the Fund regardless of asset size, excluding outliers (the "expense universe"). Among other data, the Board noted that the Fund's management fee rate — which includes advisory and administrative services and the effects of any performance adjustment as well as any fee waivers or reimbursements — was below the median of its expense group and expense universe. The data indicated that the Fund's total expense ratio, after reimbursements, was below the median of its expense group and its expense universe. The Board took into account the various services provided to the Fund by the Manager and its affiliates, including the nature and high quality of services provided by the Manager. The Board also noted the level and method of computing the management fee, including any performance adjustment to such fee. In considering the Fund's performance, the Board noted that it reviews at its regularly scheduled meetings information about the Fund's performance results. The Trustees also reviewed various comparative data provided to them in connection with their consideration of the renewal of the Advisory Agreement, including, among other information, a comparison of the Fund's average annual total return with its Lipper index and with that of other mutual funds deemed to be in its peer group by the independent third party in its report (the "performance universe"). The Fund's performance universe consisted of the Fund and all retail and institutional open-end investment companies with the same classification/objective as the Fund regardless of asset size or primary channel of distribution. This comparison indicated that, among other data, the Fund's performance was above the average of its performance universe and its Lipper index for the one- and three-year periods ended December 31, 2018. The Board also noted that the Fund's percentile performance ranking was in the top 40% of its performance universe for the one- and three-year periods ended December 31, 2018. The Board took into account management's discussion of the Fund's performance, including its strong performance over the one- and three-year periods.

Compensation and Profitability — The Board took into consideration the level and method of computing the management fee. The information considered by the Board included operating profit margin information for the Manager's business as a whole. The Board also received and considered profitability information related to the management revenues from the Fund. This information included a review of the methodology used in the allocation of certain costs to the Fund. In considering the profitability data with respect to the Fund, the Trustees noted that the Manager reimbursed a portion of its management fees to the Fund. The Trustees reviewed the profitability of the Manager's relationship with the Fund before tax expenses. The Board was also provided with an Investment Management Profitability Analysis prepared by an independent information service. In reviewing

(Unaudited)

the overall profitability of the management fee to the Manager, the Board also considered the fact that the Manager and its affiliates provide shareholder servicing and administrative services to the Fund for which they receive compensation. The Board also considered the possible direct and indirect benefits to the Manager from its relationship with the Trust, including that the Manager may derive reputational and other benefits from its association with the Fund. The Board also took into account the high quality of services received by the Fund from the Manager as well as the type of fund. The Trustees recognized that the Manager should be entitled to earn a reasonable level of profits in exchange for the level of services it provides to the Fund and the entrepreneurial and other risks that it assumes as Manager.

Economies of Scale — The Board took into account management's discussions of the Fund's advisory fee structure. The Board also considered the effect of the Fund's growth and size on its performance and fees, noting that if the Fund's assets increase over time, the Fund may realize other economies of scale if assets increase proportionally more than some expenses. The Board also considered the fee waivers and expense reimbursement arrangements by the Manager. The Board determined that the investment management fee structure was reasonable.

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

Privacy Policy

Protecting the Privacy of Information

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

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

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

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

15935 La Cantera Pkwy
Building Two
San Antonio, Texas 78256



Visit our website at:
usaa.com

Call
1-800-235-8396