
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (date of earliest event reported): April 9, 2019

Victory Capital Holdings, Inc.

(Exact name of registrant as specified in its charter)

**Delaware
(State or Other Jurisdiction
of Incorporation)**

**001-38388
(Commission
File Number)**

**32-0402956
(IRS Employer
Identification Number)**

**4900 Tiedeman Road, 4th Floor; Brooklyn, OH
(Address of principal executive offices)**

**44144
(Zip Code)**

Registrant's telephone number, including area code: (216) 898-2400

**Not Applicable
(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrants under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01. Other Events

On April 9, 2019, Victory Capital Holdings, Inc., (the “Company”) issued a press release reporting certain information about the Company’s assets under management as of March 31, 2019. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

Exhibits. The following exhibits are filed herewith:

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release dated April 9, 2019

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release dated April 9, 2019

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VICTORY CAPITAL HOLDINGS, INC.

Dated: April 9, 2019

By: /s/ Michael D. Policarpo

Name: Michael D. Policarpo

Title: President, Chief Financial Officer and Chief
Administrative Officer

Victory Capital Reports First Quarter 2019 Assets Under Management

Cleveland, Ohio, April 9, 2019 — Victory Capital Holdings, Inc. (NASDAQ: VCTR) (“Victory Capital” or the “Company”) today reported assets under management (AUM) of \$58.1 billion on March 31, 2019. This compares with \$52.8 billion on December 31, 2018.

Victory Capital Holdings, Inc. and Subsidiaries Assets Under Management¹ (*unaudited; in millions*)

	As of:	
	March 31, 2019	December 31, 2018
By Asset Class		
U.S. Mid Cap Equity	\$ 22,169	\$ 20,019
U.S. Small Cap Equity	14,714	12,948
Fixed Income	6,973	6,836
U.S. Large Cap Equity	4,117	3,759
Global / Non-U.S. Equity	5,234	4,610
Solutions	3,996	3,767
Commodity	493	469
Other	425	355
Total Assets Under Management	\$ 58,119	\$ 52,763
 By Vehicle		
Mutual Funds ²	\$ 33,786	\$ 30,492
ETFs	3,123	2,956
Separate Accounts and Other Vehicles ³	21,210	19,315
Total Assets Under Management	\$ 58,119	\$ 52,763

¹Due to rounding, numbers presented in this table may not add up precisely to the totals provided.

²Includes institutional and retail share classes and VIP funds.

³Includes collective trust funds, wrap program accounts and unified managed accounts.

AUM for Victory Funds, VictoryShares ETFs and most institutional separate account strategies may be found on www.vcm.com.

About Victory Capital

Victory Capital is a global investment management firm operating a next-generation, integrated multi-boutique business model with \$58.1 billion in assets under management as of March 31, 2019.

Victory Capital's differentiated model is comprised of nine Investment Franchises, each with an independent culture and investment approach. Additionally, the Company offers a rules-based Solutions Platform, featuring the VictoryShares ETF brand, as well as custom and multi-asset class solutions. The Company's Investment Franchises and Solutions Platform are supported by a centralized distribution, marketing and operational environment, in which the investment professionals can focus on the pursuit of investment excellence.

Victory Capital provides institutions, financial advisors and retirement platforms with a variety of asset classes and investment vehicles, including separately managed accounts, collective trusts, mutual funds, ETFs, UCITs and UMA/SMA vehicles.

For more information, please visit www.vcm.com. Go to www.victorysharesliterature.com for ETF prospectuses or www.victoryfundliterature.com for mutual fund prospectuses.

Contacts:

Investors:

Matthew Dennis, CFA
Director, Investor Relations
216-898-2412
mdennis@vcm.com

Media:

Tricia Ross
310-622-8226
tross@finprofiles.com

Victory Funds are distributed by Victory Capital Advisers, Inc. (VCA). VictoryShares ETFs are distributed by Foreside Fund Services, LLC. Victory Capital Management Inc. (VCM) is the adviser to VictoryShares ETFs and Victory Funds. VCM and VCA are affiliated. They are not affiliated with Foreside Fund Services, LLC.
