

---

**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**

**July 10, 2019**  
Date of Report (Date of earliest event reported)

---

**Victory Capital Holdings, Inc.**

(Exact name of registrant as specified in its charter)

---

<b>Delaware</b> (State or other jurisdiction of incorporation)	<b>001-38388</b> (Commission File Number)	<b>32-0402956</b> (IRS Employer Identification No.)
<b>4900 Tiedeman Road, 4<sup>th</sup> Floor; Brooklyn, OH</b> (Address of principal executive offices)		<b>44144</b> (Zip Code)
<b>(216) 898-2400</b> (Registrant's telephone number, including area code)		
<b>Not Applicable</b> (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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, Par Value \$0.01	VCTR	NASDAQ

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 July 10, 2019, Victory Capital Holdings, Inc., (the “Company”) issued a press release reporting certain information about the Company’s assets under management as of June 30, 2019. A copy of that press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	<a href="#">Press release dated July 10, 2019.</a>

---

**SIGNATURE(S)**

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.**

Date: July 10, 2019

By: /s/ MICHAEL D. POLICARPO

Michael D. Policarpo  
President, Chief Financial Officer and Chief  
Administrative Officer



## Victory Capital Reports June 30, 2019 Assets Under Management

**San Antonio, Texas, July 10, 2019** — Victory Capital Holdings, Inc. (NASDAQ: VCTR) (“Victory Capital” or the “Company”) today reported assets under management (AUM) increased to \$64.1 billion on June 30, 2019. This represents a 10% increase in AUM from \$58.1 billion on March 31, 2019.

### Victory Capital Holdings, Inc. and Subsidiaries Assets Under Management<sup>1</sup> (unaudited; in millions)

	As of:		
	June 30, 2019	March 31, 2019	
<b>By Asset Class</b>			
U.S. Mid Cap Equity	\$ 24,203	\$ 22,169	
U.S. Small Cap Equity	15,278	14,714	
Fixed Income	7,300	6,973	
U.S. Large Cap Equity	4,108	4,117	
Global / Non-U.S. Equity	5,498	5,234	
Solutions	6,919	3,996	
Commodity	335	493	
Other	436	425	
<b>Total Assets Under Management</b>	<b>\$ 64,077</b>	<b>\$ 58,119</b>	
<b>By Vehicle</b>			
Mutual Funds <sup>2</sup>	\$ 34,258	\$ 33,786	
ETFs	3,093	3,123	
Separate Accounts and Other Vehicles <sup>3</sup>	26,726	21,210	
<b>Total Assets Under Management</b>	<b>\$ 64,077</b>	<b>\$ 58,119</b>	

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

<sup>2</sup>Includes institutional and retail share classes and VIP funds.

<sup>3</sup>Includes 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](http://www.vcm.com).

## About Victory Capital

Victory Capital is a global investment management firm operating a next-generation, integrated multi-boutique business model with \$64.1 billion in assets under management as of June 30, 2019.

Victory Capital provides specialized investment strategies to institutions, intermediaries, retirement platforms and individual investors, including USAA members through its direct member channel. Through its Investment Franchises and Solutions Platform, Victory Capital offers a diverse array of independent investment approaches and innovative investment vehicles designed to drive better investor outcomes. This includes actively managed mutual funds and separately managed accounts, rules-based and active ETFs, multi-asset class strategies, custom solutions and a 529 College Savings Plan.

For more information, please visit [www.vcm.com](http://www.vcm.com) or follow us. 

### Contacts:

#### Investors:

Matthew Dennis, CFA  
Director, Investor Relations  
216-898-2412  
[mdennis@vcm.com](mailto:mdennis@vcm.com)

#### Media:

Tricia Ross  
310-622-8226  
[tross@finprofiles.com](mailto: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.

USAA is a trademark of United Services Automobile Association and is being used by Victory Capital and its affiliates under license. Victory Capital and its affiliates are not affiliated with USAA or its affiliates.

---

