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The reader should not assume that the information is accurate and complete.

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

OMB APPROVAL	
OMB Number:	3235-0076
Estimated average burden hours per response:	4.00

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number) [0001570827](#)
Name of Issuer [Victory Capital Holdings, Inc.](#)
Jurisdiction of Incorporation/Organization [DELAWARE](#)
Year of Incorporation/Organization
 Over Five Years Ago
 Within Last Five Years (Specify Year) [2013](#)
 Yet to Be Formed

Previous Names None

Entity Type
 Corporation
 Limited Partnership
 Limited Liability Company
 General Partnership
 Business Trust
 Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer [Victory Capital Holdings, Inc.](#)
Street Address 1 [4900 Tiedeman](#)
City [Brooklyn](#) State/Province/Country [OHIO](#) ZIP/PostalCode [44144](#) Phone Number of Issuer [216-898-2400](#)
Street Address 2

3. Related Persons

Last Name [BROWN](#) First Name [DAVID](#) Middle Name [C.](#)
Street Address 1 [4900 TIEDEMAN ROAD](#) Street Address 2
City [BROOKLYN](#) State/Province/Country [OHIO](#) ZIP/PostalCode [44144](#)
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

[CHAIRMAN AND CHIEF EXECUTIVE OFFICER](#)

Last Name [CLIFF](#) First Name [KELLY](#) Middle Name
Street Address 1 [4900 TIEDEMAN ROAD](#) Street Address 2
City [BROOKLYN](#) State/Province/Country [OHIO](#) ZIP/PostalCode [44144](#)
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

[PRESIDENT](#)

Last Name [POLICARPO](#) First Name [MICHAEL](#) Middle Name [D.](#)

Street Address 1 Street Address 2
4900 TIEDEMAN ROAD
City State/Province/Country ZIP/PostalCode
BROOKLYN OHIO 44144
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

CHIEF FINANCIAL OFFICER, CHIEF OPERATING OFFICER AND TREASURER

Last Name First Name Middle Name
GUPTA NINA
Street Address 1 Street Address 2
ONE BUSH STREET SUITE 900
City State/Province/Country ZIP/PostalCode
SAN FRANCISCO CALIFORNIA 94104
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

CHIEF LEGAL OFFICER

Last Name First Name Middle Name
DEMARTINI RICHARD
Street Address 1 Street Address 2
667 MADISON AVENUE, 10TH FLOOR
City State/Province/Country ZIP/PostalCode
NEW YORK NEW YORK 10065
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
BINDEROW ALEX
Street Address 1 Street Address 2
667 MADISON AVENUE, 10TH FLOOR
City State/Province/Country ZIP/PostalCode
NEW YORK NEW YORK 10065
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
HAWKES JAMES
Street Address 1 Street Address 2
4900 TIEDEMAN ROAD
City State/Province/Country ZIP/PostalCode
BROOKLYN OHIO 44144
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name First Name Middle Name
RAPPAPORT ALAN
Street Address 1 Street Address 2
4900 TIEDEMAN ROAD
City State/Province/Country ZIP/PostalCode
BROOKLYN OHIO 44144
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
BERLINSKI	MILTON	
Street Address 1	Street Address 2	
4900 TIEDEMAN ROAD		
City	State/Province/Country	ZIP/PostalCode
BROOKLYN	OHIO	44144
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
BLISS	CAROLINE	
Street Address 1	Street Address 2	
4900 TIEDEMAN ROAD		
City	State/Province/Country	ZIP/PostalCode
BROOKLYN	OHIO	44144
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
HIRTLE-GARVEY	KARIN	
Street Address 1	Street Address 2	
4900 TIEDEMAN ROAD		
City	State/Province/Country	ZIP/PostalCode
BROOKLYN	OHIO	44144
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
MINETTI	GUY	
Street Address 1	Street Address 2	
4900 TIEDEMAN ROAD		
City	State/Province/Country	ZIP/PostalCode
BROOKLYN	OHIO	44144
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
DAVANZO	LAWRENCE	
Street Address 1	Street Address 2	
4900 TIEDEMAN ROAD		
City	State/Province/Country	ZIP/PostalCode
BROOKLYN	OHIO	44144
Relationship: <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

4. Industry Group

- Agriculture
- Banking & Financial Services
- Commercial Banking
- Insurance
- Investing
- Investment Banking
- Pooled Investment Fund
- Is the issuer registered as an investment company under the Investment Company Act of 1940?
- Yes No
- Other Banking & Financial Services
- Business Services
- Energy
- Coal Mining
- Electric Utilities
- Energy Conservation
- Environmental Services
- Oil & Gas
- Other Energy
- Health Care
- Biotechnology
- Health Insurance
- Hospitals & Physicians
- Pharmaceuticals
- Other Health Care
- Manufacturing
- Real Estate
- Commercial
- Construction
- REITS & Finance
- Residential
- Other Real Estate
- Retailing
- Restaurants
- Technology
- Computers
- Telecommunications
- Other Technology
- Travel
- Airlines & Airports
- Lodging & Conventions
- Tourism & Travel Services
- Other Travel
- Other

5. Issuer Size

- | Revenue Range | OR | Aggregate Net Asset Value Range |
|---|----|---|
| <input type="checkbox"/> No Revenues | | <input type="checkbox"/> No Aggregate Net Asset Value |
| <input type="checkbox"/> \$1 - \$1,000,000 | | <input type="checkbox"/> \$1 - \$5,000,000 |
| <input type="checkbox"/> \$1,000,001 - \$5,000,000 | | <input type="checkbox"/> \$5,000,001 - \$25,000,000 |
| <input type="checkbox"/> \$5,000,001 - \$25,000,000 | | <input type="checkbox"/> \$25,000,001 - \$50,000,000 |
| <input type="checkbox"/> \$25,000,001 - \$100,000,000 | | <input type="checkbox"/> \$50,000,001 - \$100,000,000 |
| <input type="checkbox"/> Over \$100,000,000 | | <input type="checkbox"/> Over \$100,000,000 |
| <input checked="" type="checkbox"/> Decline to Disclose | | <input type="checkbox"/> Decline to Disclose |
| <input type="checkbox"/> Not Applicable | | <input type="checkbox"/> Not Applicable |

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- Rule 504(b)(1) (not (i), (ii) or (iii))
- Rule 504 (b)(1)(i)
- Rule 504 (b)(1)(ii)
- Rule 504 (b)(1)(iii)
- Rule 505
- Rule 506(b)
- Rule 506(c)
- Securities Act Section 4(a)(5)
- Investment Company Act Section 3(c)
- Section 3(c)(1)
- Section 3(c)(2)
- Section 3(c)(3)
- Section 3(c)(4)
- Section 3(c)(5)
- Section 3(c)(6)
- Section 3(c)(7)
- Section 3(c)(9)
- Section 3(c)(10)
- Section 3(c)(11)
- Section 3(c)(12)
- Section 3(c)(13)
- Section 3(c)(14)

7. Type of Filing

- New Notice Date of First Sale 2016-07-29 First Sale Yet to Occur

Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes No

9. Type(s) of Securities Offered (select all that apply)

- | | |
|---|---|
| <input checked="" type="checkbox"/> Equity | <input type="checkbox"/> Pooled Investment Fund Interests |
| <input type="checkbox"/> Debt | <input type="checkbox"/> Tenant-in-Common Securities |
| <input checked="" type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security | <input type="checkbox"/> Mineral Property Securities |
| <input checked="" type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> Other (describe) |

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient	Recipient CRD Number <input checked="" type="checkbox"/> None	
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None	
Street Address 1	Street Address 2	
City	State/Province/Country	ZIP/Postal Code
State(s) of Solicitation (select all that apply) Check "All States" or check individual States <input type="checkbox"/> All States	<input type="checkbox"/> Foreign/non-US	

13. Offering and Sales Amounts

Total Offering Amount USD or Indefinite
Total Amount Sold \$93,355,130 USD
Total Remaining to be Sold USD or Indefinite

Clarification of Response (if Necessary):

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.
Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$0 USD Estimate
Finders' Fees \$0 USD Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Victory Capital Holdings, Inc.	MICHAEL POLICARPO	MICHAEL POLICARPO	CHIEF FINANCIAL OFFICER, CHIEF OPERATING OFFICER & TREASURER	2016-08-12

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.
