See separate instructions.

Part I Reporting I	ssuer			
1 Issuer's name	Issuer's name		2 Issuer's employer identification number (EIN)	
ICTORY RS MID CAP GR	OWTH FUND			94-3225963
3 Name of contact for add	ditional information	4 Telephone No. of contact		5 Email address of contact
LLAN SHAER			617-859-3422	allan.shaer@citi.com
6 Number and street (or P	2.0. box if mail is not	delivered to s	street address) of contact	7 City, town, or post office, state, and ZIP code of contact
400 EASTON COMMONS,	SUITE 200			COLUMBUS, OH 43219
B Date of action		9 Class	ification and description	
EE ATTACHED		NON-TAX	XABLE RETURN OF CAPITAL	DISTRIBUTION
CUSIP number	11 Serial number(s	s)	12 Ticker symbol	13 Account number(s)
SEE ATTACHED	N/A		SEE ATTACHED	N/A
	onal Action Attac	h additional		back of form for additional questions.
				against which shareholders' ownership is measured for
-				ED INVESTMENT COMPANY. A PORTION
				URN OF CAPITAL PER THE ATTACHED SCHEDULE.
THE DISTRIBUTIONS P	ADDITILIOND	ARE CONSIL	DERED A NON-TAXABLE RET	URIN OF CAFITAL FER THE ATTACHED SCHEDULE.
-				
5 Describe the quantitat	ive effect of the orag	nizational act	ion on the basis of the security	in the hands of a U.S. taxpayer as an adjustment per
share of as a percenta	$\frac{1}{10}$	HE AMOUNT	OF NON-TAXABLE RETURN	OF CAPITAL, ON THE ATTACHED SCHEDULE,
EPRESENTS AN ADJUST	MENT IN THE SHA	REHOLDERS	' TAX BASIS IN THEIR SHAR	ES HELD.
B Describe the calculation	on of the change in b	asis and the o	data that supports the calculation	on, such as the market values of securities and the
valuation dates THE	TAX BASIS OF TH	<u>E SH</u> AREHO	LDERS' SHARES IS DECREA	SED BY THE PER SHARE AMOUNT OF NON-TAXABL
				OF SHARES THE SHAREHOLDER OWNS.
LIGHTOT GALITAL, ON	THE ATTACHED ST			or on all of the on all of the owned.

Form 89	37 (12-2017)		Page 2
Part	ll Orga	nizational Action (continued)	
	ist the application of the second structure of the sec	able Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is base , AND 852.	ed INTERNAL REVENUE CODE
18 C	an any result	ing loss be recognized? ► NO LOSS WILL BE RECOGNIZED AS A RESULT OF ANY NOT	N-TAXABLE RETURN OF CAPITAL.
 19 P	rovide any ot	her information necessary to implement the adjustment, such as the reportable tax year ►	
THE AT	TTACHED SC	CHEDULE SHOWS THE PER SHARE AMOUNTS AND DATES OF THE DISTRIBUTIONS IN ACTION. THE INFORMATION REPORTED ABOVE IS REPORTABLE FOR THE 2022 CAI	
Sign	Under penalt belief, it is tru	ies of perjury, I declare that I have examined this return, including accompanying schedules and stateme e, correct, and complete. Declaration of preparer (other than officer) is based on all information of which p A SIGNED COPY OF THE FORM IS MAINTAINED AT THE OFFICES OF	ents, and to the best of my knowledge and reparer has any knowledge.
Sign Here	Signature ►	THE TAXPAYER	
	Print your na	me > Title >	DTIN

	Print your name 🕨			Title ►		
Paid Prepa Use O	rer	Print/Type preparer's name	Preparer's signature	Date	Check if if self-employed	PTIN
		Firm's name	Firm's EIN ►			
		Firm's address ►	Phone no.			
Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054						

VICTORY RS MID CAP GROWTH FUND IRS FORM 8937 94-3225963

CUSIP - CLASS A 92647K234	TICKER - CLASS A RSMOX	PAYABLE DATE 12/22/2022	\$	TOTAL DISTRIBUTION PER SHARE 0.000391	NON-DIVIDEND DISTRIBUTION (RETURN OF CAPITAL) PER SHARE \$ 0.000391	
				TOTAL	NON-DIVIDEND	
				DISTRIBUTION	DISTRIBUTION (RETURN OF CAPITAL)	
CUSIP - CLASS C	TICKER - CLASS C	PAYABLE DATE		PER SHARE	PER SHARE	
92647K226	RMOCX	12/22/2022	\$	0.000294	-	
L						
				TOTAL	NON-DIVIDEND	
				DISTRIBUTION	DISTRIBUTION (RETURN OF CAPITAL)	
CUSIP - CLASS R	TICKER - CLASS R	PAYABLE DATE		PER SHARE	PER SHARE	
92647K218	RSMKX	12/22/2022	\$	0.000282	-	
					NON-DIVIDEND	
				TOTAL	DISTRIBUTION	
				DISTRIBUTION	(RETURN OF CAPITAL)	
CUSIP - CLASS R6	TICKER - CLASS R6	PAYABLE DATE	1.1	PER SHARE	PER SHARE	
92647Q389	RMORX	12/22/2022	\$	0.000468	\$ 0.000468	
					NON-DIVIDEND	
				TOTAL	DISTRIBUTION	
				DISTRIBUTION	(RETURN OF CAPITAL)	
CUSIP - CLASS Y	TICKER - CLASS Y	PAYABLE DATE		PER SHARE	PER SHARE	
92647Q199	RMOMX	12/22/2022	\$	0.000245	\$ 0.000245	
					NON-DIVIDEND	
				TOTAL		
				DISTRIBUTION	(RETURN OF CAPITAL)	
CUSIP - MEMBER 92647Q199	TICKER - MEMBER RMOMX	PAYABLE DATE 12/22/2022	\$	PER SHARE 0.000284	PER SHARE \$ 0.000284	
7204/0177		12/22/2022	Ş	0.000284	v.000264	