VICTORY FUND HOLDINGS

As of June 30, 2024

VICTORY GROWTH & INCOME FUND

CUSIP	TICKER	SECURITY NAME	SHARES/PAR/CONTRACTS	MARKET VALUE
001055102	AFL US	AFLAC INC	4,309.00	384,836.79
001084102	AGCO US	AGCO CORP	24,499.00	2,397,962.12
00130H105	AES US	AES CORP.	267,050.00	4,692,068.50
00206R102	T US	AT&T INC	123,972.00	2,369,104.92
002824100	ABT US	ABBOTT LABORATORIES	34,712.00	3,606,923.92
00287Y109	ABBV US	ABBVIE INC.	124,663.00	21,382,197.76
00724F101	ADBE US	ADOBE INC	3,989.00	2,216,049.06
007903107	AMD US	ADVANCED MICRO DEVICES	52,843.00	8,571,663.03
00846U101	A US	AGILENT TECHNOLOGIES, INC	29,435.00	3,815,659.05
009066101	ABNB US	AIRBNB INC	4,484.00	679,908.92
00971T101	AKAM US	AKAMAI TECHNOLOGIES, INC.	1,003.00	90,350.24
015271109	ARE US	ALEXANDRIA REAL ESTATE EQ	28,991.00	3,391,077.27
016255101	ALGN US	ALIGN TECHNOLOGY INC	1,301.00	314,100.43
020002101	ALL US	ALLSTATE CORP/THE	54,758.00	8,742,662.28
02043Q107	ALNY US	ALNYLAM PHARMACEUTICALS	2,548.00	619,164.00
02079K107	GOOG US	ALPHABET INC - CLASS C	317,841.00	58,298,396.22
02079K305	GOOGL U	ALPHABET INC - CLASS A	37,666.00	6,860,861.90
02209S103	MO US	ALTRIA GROUP, INC.	372,356.00	16,960,815.80
023135106	AMZN US	AMAZON.COM INC	231,166.00	44,672,829.50
023608102	AEE US	AMEREN CORP.	6,871.00	488,596.81
025537101	AEP US	AMERICAN ELECTRIC POWER C	13,670.00	1,199,405.80
025816109	AXP US	AMERICAN EXPRESS CO	41,121.00	9,521,567.55
025932104	AFG US	AMERICAN FINANCIAL GROUP	18,931.00	2,328,891.62
026874784	AIG US	AMERICAN INTL GROUP, INC.	108,995.00	8,091,788.80
030420103	AWK US	AMERICAN WATER WORKS CO.	5,002.00	646,058.32
03073E105	COR US	CENCORA INC	3,261.00	734,703.30
03076C106	AMP US	AMERIPRISE FINANCIAL INC	24,114.00	10,301,259.66

VICTORY GROWTH & INCOME FUND

CUSIP	TICKER	SECURITY NAME	SHARES/PAR/CONTRACTS	MARKET VALUE
031162100	AMGN US	AMGEN INC	20,513.00	6,409,286.85
032095101	APH US	AMPHENOL CORP. - CL A	10,764.00	725,170.68
032654105	ADI US	ANALOG DEVICES, INC.	4,414.00	1,007,539.64
035710839	NLY US	ANNALY CAPITAL MANAGEMENT	88,063.00	1,678,480.78
03662Q105	ANSS US	ANSYS INC	777.00	249,805.50
036752103	ELV US	ELEVANCE HEALTH INC	11,369.00	6,160,406.34
03769M106	1874329	APOLLO GLOBAL MANAGEMENT	43,092.00	5,087,872.44
037833100	AAPL US	APPLE INC	401,081.00	84,475,680.22
038222105	AMAT US	APPLIED MATERIALS INC	37,977.00	8,962,192.23
03831W108	APP US	APPLOVIN CORP	1,430.00	119,004.60
039483102	ADM US	ARCHER-DANIELS-MIDLAND CO	103,500.00	6,256,575.00
03990B101	ARES US	ARES MANAGEMENT CORP	3,887.00	518,059.36
040413106	ANET US	ARISTA NETWORKS INC	22,255.00	7,799,932.40
049468101	TEAM US	ATLASSIAN CORP PLC	1,395.00	246,747.60
049560105	ATO US	ATMOS ENERGY CORP	3,789.00	441,986.85
052769106	ADSK US	AUTODESK, INC.	1,891.00	467,927.95
053015103	ADP US	AUTOMATIC DATA PROCESSING	42,888.00	10,236,936.72
053332102	AZO US	AUTOZONE, INC.	187.00	554,286.70
053484101	AVB US	AVALONBAY COMMUNITIES INC	20,340.00	4,208,142.60
05352A100	AVTR US	AVANTOR INC	13,376.00	283,571.20
053611109	AVY US	AVERY DENNISON CORP.	7,771.00	1,699,129.15
060505104	BAC US	BANK OF AMERICA CORP.	63,028.00	2,506,623.56
064058100	BK US	BANK OF NEW YORK MELLON	148,487.00	8,892,886.43
071813109	BAX US	BAXTER INTERNATIONAL, INC	10,351.00	346,240.95
075887109	BDX US	BECTON DICKINSON AND CO.	5,841.00	1,365,100.11
08265T208	BSY US	BENTLEY SYSTEMS INC	1,921.00	94,820.56
084423102	WRB US	WR BERKLEY CORP.	21,253.00	1,670,060.74

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CUSIP	TICKER	SECURITY NAME	SHARES/PAR/CONTRACTS	MARKET VALUE
084670702	BRK/B U	BERKSHIRE HATHAWAY INC B	14,659.00	5,963,281.20
086516101	BBY US	BEST BUY CO INC	59,910.00	5,049,813.90
09061G101	BMRN US	BIOMARIN PHARMACEUTICAL I	3,774.00	310,713.42
09062X103	BIIB US	BIOGEN INC	2,927.00	678,537.14
09247X101	BLK US	BLACKROCK INC.-CLASS A	3,631.00	2,858,758.92
09260D107	BX US	BLACKSTONE INC	17,303.00	2,142,111.40
093671105	HRB US	H&R BLOCK, INC.	71,834.00	3,895,557.82
09581B103	OWL US	BLUE OWL CAPITAL INC	11,419.00	202,687.25
09857L108	BKNG US	BOOKING HOLDINGS INC	362.00	1,434,063.00
101137107	BSX US	BOSTON SCIENTIFIC CORP.	29,487.00	2,270,793.87
110122108	BMY US	BRISTOL-MYERS SQUIBB CO	491,628.00	20,417,310.84
11135F101	AVGO US	BROADCOM INC	12,925.00	20,751,475.25
115236101	BRO US	BROWN & BROWN, INC.	1,964.00	175,601.24
115637209	BF/B US	BROWN-FORMAN CORP. CL B	4,343.00	187,574.17
12008R107	BLDR US	BUILDERS FIRSTSOURCE INC	23,274.00	3,221,354.34
122017106	BURL US	BURLINGTON STORES INC	22,211.00	5,330,640.00
12503M108	CBOE US	CBOE GLOBAL MARKETS INC	2,445.00	415,796.70
12514G108	CDW US	CDW CORP OF DELAWARE	1,162.00	260,102.08
125269100	CF US	CF INDUSTRIES HOLDINGS	141,939.00	10,520,518.68
125523100	CI US	CIGNA GROUP/THE	35,419.00	11,708,458.83
12572Q105	CME US	CME GROUP, INC.	8,925.00	1,754,655.00
125896100	CMS US	CMS ENERGY CORP.	7,596.00	452,189.88
126650100	CVS US	CVS HEALTH CORP	154,209.00	9,107,583.54
127387108	CDNS US	CADENCE DESIGN SYS. INC	2,402.00	739,215.50
14040H105	COF US	CAPITAL 1 FINANCIAL CORP	55,974.00	7,749,600.30
14149Y108	CAH US	CARDINAL HEALTH INC	144,950.00	14,251,484.00
14316J108	CG US	CARLYLE GROUP INC	4,586.00	184,127.90

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CUSIP	TICKER	SECURITY NAME	SHARES/PAR/CONTRACTS	MARKET VALUE
143658300	CCL US	CARNIVAL CORP.	10,350.00	193,752.00
146869102	CVNA US	CARVANA CO	1,026.00	132,066.72
149123101	CAT US	CATERPILLAR INC	47,777.00	15,914,518.70
150870103	CE US	CELANESE CORP.	14,074.00	1,898,441.86
15118V207	CELH US	CELSIUS HOLDINGS INC	1,944.00	110,982.96
15135B101	CNC US	CENTENE CORP.	10,858.00	719,885.40
15189T107	CNP US	CENTERPOINT ENERGY, INC.	16,296.00	504,850.08
16119P108	CHTR US	CHARTER COMMUNICATIONS IN	1,712.00	511,819.52
16359R103	CHE US	CHEMED CORP.	3,474.00	1,884,922.92
169656105	CMG US	CHIPOTLE MEXICAN GRILL	62,750.00	3,931,287.50
171340102	CHD US	CHURCH & DWIGHT CO INC	2,795.00	289,785.60
172062101	CINF US	CINCINNATI FINANCIAL CORP	1,272.00	150,223.20
17275R102	CSCO US	CISCO SYSTEMS, INC.	326,349.00	15,504,840.99
172908105	CTAS US	CINTAS CORP.	2,660.00	1,862,691.60
172967424	C US	CITIGROUP, INC.	15,337.00	973,286.02
174610105	CFG US	CITIZENS FINANCIAL GROUP	2,977.00	107,261.31
184496107	CLH US	CLEAN HARBORS INC	22,713.00	5,136,544.95
189054109	CLX US	CLOROX COMPANY	1,785.00	243,598.95
18915M107	NET US	CLOUDFLARE INC - CLASS A	2,561.00	212,127.63
191216100	KO US	COCA-COLA CO/THE	59,801.00	3,806,333.65
192446102	CTSH US	COGNIZANT TECH SOLUTIONS	72,876.00	4,955,568.00
19260Q107	COIN US	COINBASE GLOBAL INC	4,111.00	913,587.53
194162103	CL US	COLGATE-PALMOLIVE CO	147,780.00	14,340,571.20
20030N101	CMCSA U	COMCAST CORP	407,978.00	15,976,418.48
20825C104	COP US	CONOCOPHILLIPS	64,273.00	7,351,545.74
209115104	ED US	CONSOLIDATED EDISON, INC.	8,756.00	782,961.52
21036P108	STZ US	CONSTELLATION BRANDS, INC	2,375.00	611,040.00

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CUSIP	TICKER	SECURITY NAME	SHARES/PAR/CONTRACTS	MARKET VALUE
21037T109	CEGVV U	CONSTELLATION ENERGY CORP	8,195.00	1,641,212.65
216648501	COO US	COOPER COS INC/THE	4,060.00	354,438.00
21871X109	CRBG US	COREBRIDGE FINANCIAL INC	1,940.00	56,492.80
219350105	GLW US	CORNING, INC.	7,073.00	274,786.05
219948106	CPAY US	CORPAY INC	561.00	149,456.01
22160K105	COST US	COSTCO WHOLESALE CORP	15,335.00	13,034,596.65
22266T109	CPNG US	COUPANG INC	12,565.00	263,236.75
22788C105	CRWD US	CROWDSTRIKE HOLDINGS INC-	1,993.00	763,697.67
22822V101	CCI US	CROWN CASTLE INC	36,644.00	3,580,118.80
229663109	CUBE US	CUBESMART	50,706.00	2,290,390.02
231021106	CMI US	CUMMINS INC	17,601.00	4,874,244.93
23331A109	DHI US	DR HORTON, INC.	3,100.00	436,883.00
233331107	DTE US	DTE ENERGY CO.	5,406.00	600,120.06
235851102	DHR US	DANAHER CORP	13,599.00	3,397,710.15
237194105	DRI US	DARDEN RESTAURANTS, INC.	1,162.00	175,833.84
23804L103	DDOG US	DATADOG INC-CLASS A	2,464.00	319,556.16
243537107	DECK US	DECKERS OUTDOOR CORP	275.00	266,186.25
24703L202	DELL US	DELL TECHNOLOGIES INC	2,159.00	297,747.69
25179M103	DVN US	DEVON ENERGY CORP.	139,065.00	6,591,681.00
252131107	DXCM US	DEXCOM INC	43,695.00	4,954,139.10
25278X109	FANG US	DIAMONDBACK ENERGY INC	46,536.00	9,316,041.84
253393102	DKS US	DICK'S SPORTING GOODS INC	620.00	133,207.00
254687106	DIS US	WALT DISNEY CO/THE	31,514.00	3,129,025.06
254709108	DFS US	DISCOVER FINANCIAL SERVIC	2,010.00	262,928.10
256677105	DG US	DOLLAR GENERAL CORP	3,105.00	410,574.15
256746108	DLTR US	DOLLAR TREE, INC.	3,078.00	328,638.06
25746U109	D US	DOMINION ENERGY, INC.	21,609.00	1,058,841.00

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CUSIP	TICKER	SECURITY NAME	SHARES/PAR/CONTRACTS	MARKET VALUE
25754A201	DPZ US	DOMINO'S PIZZA INC.	10,498.00	5,420,432.34
25809K105	DASH US	DOORDASH INC	3,116.00	338,958.48
260557103	DOW US	DOW INC	77,972.00	4,136,414.60
26142V105	DKNG US	DRAFTKINGS INC	60,165.00	2,296,498.05
26441C204	DUK US	DUKE ENERGY CORP.	118,950.00	11,922,358.50
268150109	DT US	DYNATRACE INC	2,520.00	112,744.80
26875P101	EOG US	EOG RESOURCES INC	36,615.00	4,608,730.05
27579R104	EWBC US	EAST WEST BANCORP, INC.	55,820.00	4,087,698.60
278642103	EBAY US	EBAY INC	95,229.00	5,115,701.88
281020107	EIX US	EDISON INTERNATIONAL	10,017.00	719,320.77
28176E108	EW US	EDWARDS LIFESCIENCES	12,016.00	1,109,917.92
285512109	EA US	ELECTRONIC ARTS, INC.	4,182.00	582,678.06
29260Y109	EDR US	ENDEAVOR GROUP HOLDINGS I	3,370.00	91,091.10
29355A107	ENPH US	ENPHASE ENERGY INC	1,072.00	106,889.12
29362U104	ENTG US	ENTEGRIS INC	1,372.00	185,768.80
29364G103	ETR US	ENTERGY CORP.	61,611.00	6,592,377.00
29414B104	EPAM US	EPAM SYSTEMS INC	517.00	97,252.87
29530P102	ERIE US	ERIE INDEMNITY COMPANY-CL	117.00	42,400.80
29977A105	EVR US	EVERCORE INC	6,625.00	1,380,848.75
30040W108	ES US	EVERSOURCE ENERGY	8,960.00	508,121.60
30161N101	EXC US	EXELON CORP.	25,652.00	887,815.72
30212P303	EXPE US	EXPEDIA GROUP INC.	1,431.00	180,291.69
302130109	EXPD US	EXPEDITORS INT'L OF WASH	44,242.00	5,520,959.18
30225T102	EXR US	EXTRA SPACE STORAGE INC	17,680.00	2,747,648.80
30231G102	XOM US	EXXON MOBIL CORP	50,324.00	5,793,298.88
30303M102	META	META PLATFORMS INC	94,278.00	47,536,853.16
303075105	FDS US	FACTSET RESEARCH SYSTEM	970.00	396,021.90

VICTORY GROWTH & INCOME FUND

CUSIP	TICKER	SECURITY NAME	SHARES/PAR/CONTRACTS	MARKET VALUE
303250104	FICO US	FAIR ISAAC CORP.	4,455.00	6,631,980.30
311900104	FAST US	FASTENAL CO	105,070.00	6,602,598.80
31428X106	FDX US	FEDEX CORP.	37,899.00	11,363,636.16
31620M106	FIS US	FIDELITY NATIONAL INFO	4,762.00	358,864.32
31620R303	FNF US	FIDELITY NATL FINANCIAL	118,680.00	5,865,165.60
316773100	FITB US	FIFTH THIRD BANCORP	124,563.00	4,545,303.87
31946M103	FCNCA U	FIRST CITIZENS BCSHS -CL	93.00	156,575.73
320517105	FHN US	FIRST HORIZON CORP	121,841.00	1,921,432.57
336433107	FSLR US	FIRST SOLAR INC	903.00	203,590.38
337738108	FI US	FISERV, INC.	4,744.00	707,045.76
337932107	FE US	FIRSTENERGY CORP.	14,918.00	570,911.86
34354P105	FLS US	FLOWSERVE CORP.	22,630.00	1,088,503.00
345370860	F US	FORD MOTOR CO.	42,221.00	529,451.34
34959E109	FTNT US	FORTINET INC	5,670.00	341,730.90
35137L105	FOXA US	FOX CORP - CLASS A	73,802.00	2,536,574.74
354613101	BEN US	FRANKLIN RESOURCES, INC.	6,758.00	151,041.30
358039105	FRPT US	FRESHPET INC	34,039.00	4,404,306.21
36266G107	GEHC US	GE HEALTHCARE TECHNOLOGIE	8,275.00	644,788.00
363576109	AJG US	ARTHUR J GALLAGHER & CO.	1,704.00	441,864.24
366651107	IT US	GARTNER INC	694.00	311,647.64
369550108	GD US	GENERAL DYNAMICS CORP.	15,597.00	4,525,313.58
370334104	GIS US	GENERAL MILLS INC	7,414.00	469,009.64
37045V100	GM US	GENERAL MOTORS CO.	12,491.00	580,331.86
372460105	GPC US	GENUINE PARTS CO	1,474.00	203,883.68
375558103	GILD US	GILEAD SCIENCES, INC.	283,724.00	19,466,303.64
37940X102	GPN US	GLOBAL PAYMENTS INC.	2,113.00	204,327.10
380237107	GDDY US	GODADDY INC - CLASS A	1,285.00	179,527.35

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CUSIP	TICKER	SECURITY NAME	SHARES/PAR/CONTRACTS	MARKET VALUE
38141G104	GS US	GOLDMAN SACHS GROUP INC/T	30,782.00	13,923,314.24
384747101	GRALV U	GRAIL INC	482.00	7,408.34
40412C101	HCA US	HCA HEALTHCARE INC	3,888.00	1,249,136.64
40434L105	HPQ US	HP INC	286,804.00	10,043,876.08
416515104	HIG US	HARTFORD FINANCIAL SERVIC	31,825.00	3,199,685.50
42250P103	DOC US	HEALTHPEAK PROPERTIES	264,165.00	5,177,634.00
422806208	HEI/A U	HEICO CORP. CL. A	25,322.00	4,495,161.44
427866108	HSY US	HERSHEY CO/THE	2,144.00	394,131.52
42824C109	HPE US	HEWLETT PACKARD ENT	195,717.00	4,143,328.89
43300A203	HLT US	HILTON WORLDWIDE HLD	2,468.00	538,517.60
436440101	HOLX US	HOLOGIC, INC.	4,701.00	349,049.25
437076102	HD US	HOME DEPOT INC/THE	42,122.00	14,500,077.28
440452100	HRL US	HORMEL FOODS CORP.	4,165.00	126,990.85
44107P104	HST US	HOST HOTELS & RESORTS INC	112,978.00	2,031,344.44
443573100	HUBS US	HUBSPOT INC	434.00	255,968.86
444859102	HUM US	HUMANA, INC.	2,447.00	914,321.55
446150104	HBAN US	HUNTINGTON BANCSHARES INC	10,890.00	143,530.20
448579102	H US	HYATT HOTELS CORP CL-A	477.00	72,465.84
45168D104	IDXX US	IDEXX LABORATORIES INC	1,632.00	795,110.40
452308109	ITW US	ILLINOIS TOOL WORKS INC	43,043.00	10,199,469.28
452327109	ILMN US	ILLUMINA, INC.	2,892.00	301,866.96
458140100	INTC US	INTEL CORP	37,513.00	1,161,777.61
45841N107	IBKR US	INTERACTIVE BROKERS GROUP	2,627.00	322,070.20
45866F104	ICE US	INTERCONTINENTAL EXCHANGE	14,159.00	1,938,225.51
459200101	IBM US	INTERNATIONAL BUSINESS MA	30,695.00	5,308,700.25
461202103	INTU US	INTUIT INC	14,800.00	9,726,708.00
46120E602	ISRG US	INTUITIVE SURGICAL, INC.	18,640.00	8,292,004.00

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CUSIP	TICKER	SECURITY NAME	SHARES/PAR/CONTRACTS	MARKET VALUE
46266C105	IQV US	IQVIA HOLDINGS INC	3,592.00	759,492.48
46625H100	JPM US	JPMORGAN CHASE & CO	217,843.00	44,060,925.18
466313103	JBL US	JABIL INC	1,130.00	122,932.70
478160104	JNJ US	JOHNSON & JOHNSON	166,910.00	24,395,565.60
482480100	KLAC US	KLA CORP	4,486.00	3,698,751.86
48251W104	KKR US	KKR & CO INC	16,576.00	1,744,458.24
487836108	K US	KELLANOVA	3,943.00	227,432.24
49177J102	KVUE US	KENVUE INC	22,080.00	401,414.40
49271V100	KDP US	KEURIG DR PEPPER INC	13,890.00	463,926.00
49338L103	KEYS US	KEYSIGHT TECHNOLOGIES INC	1,589.00	217,295.75
49427F108	KRC US	KILROY REALTY CORP.	19,906.00	620,470.02
494368103	KMB US	KIMBERLY-CLARK CORP	83,758.00	11,575,355.60
49446R109	KIM US	KIMCO REALTY CORP.	95,947.00	1,867,128.62
500754106	KHC US	KRAFT HEINZ CO/THE	16,469.00	530,631.18
501044101	KR US	KROGER CO/THE	157,806.00	7,879,253.58
50212V100	LPLA US	LPL FINANCIAL HOLDINGS	1,868.00	521,732.40
504922105	LH US	LABCORP HOLDINGS INC	1,744.00	354,921.44
512807108	LRCX US	LAM RESEARCH CORP.	8,012.00	8,531,578.20
512816109	LAMR US	LAMAR ADVERTISING CO-A	6,596.00	788,419.88
513272104	LW US	LAMB WESTON HOLDING	2,038.00	171,355.04
517834107	LVS US	LAS VEGAS SANDS CORP	4,396.00	194,523.00
518439104	EL US	ESTEE LAUDER COS, INC.	3,080.00	327,712.00
52490G102	LEGN US	LEGEND BIOTECH CORP	3,696.00	163,695.84
526057104	LEN US	LENNAR CORP. CL A	51,534.00	7,723,400.58
526107107	LII US	LENNOX INTERNATIONAL, INC	11,863.00	6,346,467.74
531229755	FWONK	LIBERTY MEDIA CORP-LIBERT	3,849.00	276,512.16
532457108	LLY US	ELI LILLY & CO	42,721.00	38,678,738.98

VICTORY GROWTH & INCOME FUND

CUSIP	TICKER	SECURITY NAME	SHARES/PAR/CONTRACTS	MARKET VALUE
533900106	LECO US	LINCOLN ELECTRIC HOLDINGS	5,069.00	956,216.16
538034109	LYV US	LIVE NATION ENTERTAINMENT	2,553.00	239,318.22
539830109	LMT US	LOCKHEED MARTIN CORP	12,709.00	5,936,373.90
540424108	L US	LOEWS CORP	938.00	70,106.12
548661107	LOW US	LOWE'S COS INC	34,444.00	7,593,524.24
550021109	LULU US	LULULEMON ATHLETICA INC	1,190.00	355,453.00
55261F104	MTB US	M&T BANK CORP	1,373.00	207,817.28
55354G100	MSCI US	MSCI INC.	1,906.00	918,215.50
562750109	MANH US	MANHATTAN ASSOCIATES INC	557.00	137,400.76
56418H100	MAN US	MANPOWER INC.	33,559.00	2,342,418.20
56585A102	MPC US	MARATHON PETROLEUM CORP.	39,425.00	6,839,449.00
570535104	MKL US	MARKEL GROUP INC	79.00	124,477.14
571748102	MMC US	MARSH & MCLENNAN COS.	4,068.00	857,208.96
571903202	MAR US	MARRIOTT INT'L INC - CL A	2,627.00	635,129.79
573874104	MRVL US	MARVELL TECHNOLOGY INC	7,641.00	534,105.90
574599106	MAS US	MASCO CORP.	125,750.00	8,383,752.50
57636Q104	MA US	MASTERCARD, INC. - CL A	6,663.00	2,939,449.08
579780206	MKC US	MCCORMICK & CO, INC.	3,617.00	256,589.98
580135101	MCD US	MCDONALD'S CORP	7,705.00	1,963,542.20
58155Q103	MCK US	MCKESSON CORP.	2,555.00	1,492,222.20
58933Y105	MRK US	MERCK & CO, INC.	233,120.00	28,860,256.00
59156R108	MET US	METLIFE INC	5,005.00	351,300.95
592688105	MTD US	METTLER-TOLEDO INTERNATIO	422.00	589,782.98
594918104	MSFT US	MICROSOFT CORP	210,014.00	93,865,757.30
594972408	MSTR US	MICRO STRATEGY INC	134.00	184,582.32
595017104	MCHP US	MICROCHIP TECHNOLOGY, INC	4,755.00	435,082.50
595112103	MU US	MICRON TECHNOLOGY, INC.	9,765.00	1,284,390.45

VICTORY GROWTH & INCOME FUND

CUSIP	TICKER	SECURITY NAME	SHARES/PAR/CONTRACTS	MARKET VALUE
60770K107	MRNA US	MODERNA INC	6,682.00	793,487.50
60855R100	MOH US	MOLINA HEALTHCARE INC	1,201.00	357,057.30
60871R209	TAP US	MOLSON COORS BEVERAGE CO	35,327.00	1,795,671.41
609207105	MDLZ US	MONDELEZ INTERNATIONAL	18,828.00	1,232,104.32
60937P106	MDB US	MONGODB INC	616.00	153,975.36
609839105	MPWR US	MONOLITHIC POWER SYSTEMS	6,914.00	5,681,095.52
61174X109	MNST US	MONSTER BEVERAGE CORP	10,809.00	539,909.55
615369105	MCO US	MOODY'S CORP.	4,542.00	1,911,864.06
617446448	MS US	MORGAN STANLEY	31,022.00	3,015,028.18
61945C103	MOS US	THE MOSAIC CO.	216,663.00	6,261,560.70
620076307	MSI US	MOTOROLA SOLUTIONS, INC.	1,464.00	565,177.20
629377508	NRG US	NRG ENERGY, INC.	54,012.00	4,205,374.32
62944T105	NVR US	NVR INC	33.00	250,422.48
631103108	NDAQ US	NASDAQ INC	8,820.00	531,493.20
632307104	NTRA US	NATERA INC	27,999.00	3,032,011.71
64110D104	NTAP US	NETAPP INC	40,091.00	5,163,720.80
64110L106	NFLX US	NETFLIX, INC.	21,475.00	14,493,048.00
650111107	NYT US	NEW YORK TIMES CO/THE	20,588.00	1,054,311.48
65249B109	NWSA US	NEWS CORP	7,019.00	193,513.83
65249B208	NWS US	NEWS CORP CLASS B	1,217.00	34,550.63
65339F101	NEE US	NEXTERA ENERGY, INC.	52,799.00	3,738,697.19
654106103	NKE US	NIKE, INC. CL B	12,612.00	950,566.44
65473P105	NI US	NISOURCE, INC.	105,857.00	3,049,740.17
665859104	NTRS US	NORTHERN TRUST CORP.	4,988.00	418,892.24
670346105	NUE US	NUCOR CORP.	36,866.00	5,827,777.28
67059N108	NTNX US	NUTANIX INC - A	2,218.00	126,093.30
67066G104	NVDA US	NVIDIA CORP.	691,430.00	85,419,262.20

VICTORY GROWTH & INCOME FUND

CUSIP	TICKER	SECURITY NAME	SHARES/PAR/CONTRACTS	MARKET VALUE
670837103	OGE US	OGE ENERGY CORP.	44,650.00	1,594,005.00
67103H107	ORLY US	O'REILLY AUTOMOTIVE, INC.	578.00	610,402.68
679295105	OKTA US	OKTA INC	1,425.00	133,394.25
680665205	OLN US	OLIN CORP.	38,442.00	1,812,540.30
681919106	OMC US	OMNICOM GROUP INC.	52,899.00	4,745,040.30
682189105	ONNN US	ON SEMICONDUCTOR CORP	3,758.00	257,610.90
68389X105	ORCL US	ORACLE CORP.	14,147.00	1,997,556.40
68902V107	OTIS US	OTIS WORLDWIDE CORP	33,344.00	3,209,693.44
690742101	OC US	OWENS CORNING INC	37,547.00	6,522,664.84
69331C108	PCG US	PG&E CORP.	52,400.00	914,904.00
693475105	PNC US	PNC FINL SERVICES GROUP	31,128.00	4,839,781.44
69351T106	PPL US	PPL CORP.	19,122.00	528,723.30
69370C100	PTC US	PTC INC.	1,002.00	182,033.34
693718108	PCAR US	PACCAR, INC.	51,415.00	5,292,660.10
695156109	PKG US	PACKAGING CORP OF AMERICA	61,150.00	11,163,544.00
69608A108	PLTR US	PALANTIR TECHNOLOGIES INC	16,389.00	415,133.37
697435105	PANW US	PALO ALTO NETWORKS INC	22,065.00	7,480,255.65
701094104	PH US	PARKER HANNIFIN CORP.	8,625.00	4,362,611.25
704326107	PAYX US	PAYCHEX, INC.	70,182.00	8,320,777.92
70450Y103	PYPL US	PAYPAL HOLDINGS INC	8,514.00	494,067.42
713448108	PEP US	PEPSICO, INC.	65,412.00	10,788,401.16
717081103	PFE US	PFIZER, INC.	503,751.00	14,094,952.98
718172109	PM US	PHILIP MORRIS INT'L, INC.	130,607.00	13,234,407.31
718546104	PSX US	PHILLIPS 66	24,759.00	3,495,228.03
72352L106	PINS US	PINTEREST INC	10,156.00	447,574.92
73278L105	POOL US	POOL CORPORATION	410.00	126,005.30
733174700	BPOP US	POPULAR INC	48,479.00	4,286,997.97

VICTORY GROWTH & INCOME FUND

CUSIP	TICKER	SECURITY NAME	SHARES/PAR/CONTRACTS	MARKET VALUE
74144T108	TROW US	T ROWE PRICE GROUP, INC.	32,243.00	3,717,940.33
74251V102	PFG US	PRINCIPAL FINL GROUP, INC	1,944.00	152,506.80
742718109	PG US	PROCTER & GAMBLE CO.	136,626.00	22,532,359.92
743315103	PGR US	PROGRESSIVE CORP.	28,506.00	5,920,981.26
74340W103	PLD US	PROLOGIS INC	48,088.00	5,400,763.28
744320102	PRU US	PRUDENTIAL FINANCIAL, INC	2,969.00	347,937.11
744573106	PEG US	PUBLIC SERVICE ENTERPRISE	12,908.00	951,319.60
74460D109	PSA US	PUBLIC STORAGE	9,051.00	2,603,520.15
745867101	PHM US	PULTEGROUP, INC.	37,705.00	4,151,320.50
74624M102	PSTG US	PURE STORAGE INC	2,717.00	174,458.57
747525103	QCOM US	QUALCOMM, INC.	123,822.00	24,662,865.96
74762E102	PWR US	QUANTA SERVICES, INC.	23,294.00	5,918,772.46
74834L100	DGX US	QUEST DIAGNOSTICS, INC.	31,772.00	4,348,951.36
754730109	RJF US	RAYMOND JAMES FINANCIAL	4,727.00	584,304.47
756109104	O US	REALTY INCOME CORP	72,321.00	3,819,995.22
758849103	REG US	REGENCY CENTERS CORP.	19,757.00	1,228,885.40
75886F107	REGN US	REGENERON PHARMACEUTICALS	2,125.00	2,233,438.75
7591EP100	RF US	REGIONS FINANCIAL CORP.	384,312.00	7,701,612.48
759509102	RS US	RELIANCE INC	5,066.00	1,446,849.60
761152107	RMD US	RESMED INC	2,956.00	565,837.52
770323103	RHI US	ROBERT HALF INC	20,746.00	1,327,329.08
771049103	RBLX US	ROBLOX CORP	8,116.00	301,996.36
776696106	ROP US	ROPER TECHNOLOGIES INC	906.00	510,675.96
778296103	ROST US	ROSS STORES, INC.	3,463.00	503,243.16
78409V104	SPGI US	S&P GLOBAL INC	7,779.00	3,469,434.00
78467J100	SSNC US	SSNC TECHNOLOGIES HLDGS I	18,213.00	1,141,408.71
78709Y105	SAIA US	SAIA INC	9,026.00	4,280,941.54

VICTORY GROWTH & INCOME FUND

CUSIP	TICKER	SECURITY NAME	SHARES/PAR/CONTRACTS	MARKET VALUE
79466L302	CRM US	SALESFORCE INC	8,328.00	2,141,128.80
79589L106	IOT US	SAMSARA INC	1,351.00	45,528.70
808513105	SCHW US	THE CHARLES SCHWAB CORP.	41,399.00	3,050,692.31
816851109	SRE US	SEMPRA ENERGY	16,446.00	1,250,882.76
81762P102	NOW US	SERVICENOW INC	14,991.00	11,792,969.97
828806109	SPG US	SIMON PROPERTY GROUP, INC	20,295.00	3,080,781.00
82968B103	SIRI US	SIRIUS XM HOLDINGS INC	10,952.00	30,994.16
83088M102	SWKS US	SKYWORKS SOLUTIONS INC	47,028.00	5,012,244.24
833034101	SNA US	SNAP-ON, INC.	15,619.00	4,082,650.41
83304A106	SNAP US	SNAP INC	17,701.00	294,013.61
833445109	SNOW US	SNOWFLAKE INC	30,915.00	4,176,307.35
842587107	SO US	SOUTHERN CO	28,051.00	2,175,916.07
852234103	SQ US	BLOCK INC	3,839.00	247,577.11
855244109	SBUX US	STARBUCKS CORP.	11,798.00	918,474.30
857477103	STT US	STATE STREET CORP.	7,483.00	553,742.00
858119100	STLD US	STEEL DYNAMICS INC	13,845.00	1,792,927.50
863667101	SYK US	STRYKER CORP.	7,195.00	2,448,098.75
86800U104	SMCI US	SUPER MICRO COMPUTER INC	412.00	337,572.20
871607107	SNPS US	SYNOPSYS INC	12,523.00	7,451,936.38
87162W100	SNX US	TD SYNNEX CORP	16,501.00	1,904,215.40
87165B103	SYF US	SYNCHRONY FINANCIAL	232,662.00	10,979,319.78
871829107	SYY US	SYSCO CORP.	7,056.00	503,727.84
872540109	TJX US	TJX COS, INC.	11,932.00	1,313,713.20
872590104	TMUS US	T-MOBILE US INC	7,649.00	1,347,600.82
872657101	TPG US	TPG INC	1,857.00	76,972.65
874054109	TTWO US	TAKE TWO INTERACTIVE	2,722.00	423,243.78
876030107	TPR US	TAPESTRY INC	61,293.00	2,622,727.47

VICTORY GROWTH & INCOME FUND

CUSIP	TICKER	SECURITY NAME	SHARES/PAR/CONTRACTS	MARKET VALUE
87612E106	TGT US	TARGET CORP.	167,150.00	24,744,886.00
879360105	TDY US	TELEDYNE TECHNOLOGIES	393.00	152,476.14
880770102	TER US	TERADYNE, INC.	1,389.00	205,974.81
88160R101	TSLA US	TESLA INC	68,595.00	13,573,578.60
882508104	TXN US	TEXAS INSTRUMENTS, INC.	8,083.00	1,572,385.99
88339J105	TTD US	TRADE DESK INC	103,105.00	10,070,265.35
883556102	TMO US	THERMO FISHER SCIENTIFIC	7,707.00	4,261,971.00
889478103	TOL US	TOLL BROTHERS, INC.	43,711.00	5,034,632.98
892356106	TSCO US	TRACTOR SUPPLY CO	1,185.00	319,950.00
892672106	TW US	TRADEWEB MARKETS INC	58,486.00	6,199,516.00
89417E109	TRV US	TRAVELERS COMPANIES INC	1,890.00	384,312.60
896239100	TRMB US	TRIMBLE INC.	2,243.00	125,428.56
89832Q109	TFC US	TRUIST FINANCIAL CORP	10,671.00	414,568.35
902252105	TYL US	TYLER TECHNOLOGIES INC	385.00	193,570.30
902494103	TSN US	TYSON FOODS, INC. - CL A	4,021.00	229,759.94
902681105	UGI US	UGI CORP	42,613.00	975,837.70
902973304	USB US	US BANCORP	12,603.00	500,339.10
90384S303	ULTA US	ULTA BEAUTY INC	533.00	205,668.71
911312106	UPS US	UNITED PARCEL SERVICE	21,832.00	2,987,709.20
911363109	URI US	UNITED RENTALS INC	8,562.00	5,537,302.26
91324P102	UNH US	UNITEDHEALTH GROUP, INC.	29,282.00	14,912,151.32
91913Y100	VLO US	VALERO ENERGY CORP.	99,268.00	15,561,251.68
922475108	VEEV US	VEEVA SYSTEMS INC	2,945.00	538,964.45
92343E102	VRSN US	VERISIGN, INC.	852.00	151,485.60
92343V104	VZ US	VERIZON COMMUNICATIONS	72,543.00	2,991,673.32
92532F100	VRTX US	VERTEX PHARMACEUTICALS	18,893.00	8,855,526.96
92556V106	VTRS US	VIATRIS INC	23,689.00	251,814.07

VICTORY GROWTH & INCOME FUND

CUSIP	TICKER	SECURITY NAME	SHARES/PAR/CONTRACTS	MARKET VALUE
925652109	VICI US	VICI PROPERTIES INC	126,799.00	3,631,523.36
92826C839	V US	VISA INC. - CLASS A	76,069.00	19,965,830.43
92840M102	VST US	VISTRA CORP	9,186.00	789,812.28
92939U106	WEC US	WEC ENERGY GROUP	8,204.00	643,685.84
931142103	WMT US	WALMART INC.	60,088.00	4,068,558.48
931427108	WBA US	WALGREENS BOOTS ALLIANCE	9,352.00	113,112.44
934423104	WBD US	WARNER BROS DISCOVERY INC	37,220.00	276,916.80
934550203	WMG US	WARNER MUSIC GROUP CORP	2,364.00	72,456.60
941848103	WAT US	WATERS CORP.	1,141.00	331,026.92
949746101	WFC US	WELLS FARGO & CO.	247,914.00	14,723,612.46
955306105	WST US	WEST PHARM SERVICES, INC.	1,491.00	491,120.49
958102105	WDC US	WESTERN DIGITAL CORP.	2,942.00	222,915.34
960413102	WLK US	WESTLAKE CORP	28,092.00	4,068,283.44
969904101	WSM US	WILLIAMS-SONOMA INC	22,282.00	6,291,768.34
98138H101	WDAY US	WORKDAY INC	1,836.00	410,456.16
98389B100	XEL US	XCEL ENERGY, INC.	14,448.00	771,667.68
988498101	YUM US	YUM! BRANDS, INC.	3,005.00	398,042.30
98956P102	ZMH US	ZIMMER BIOMET HOLDINGS	4,163.00	451,810.39
989701107	ZION US	ZIONS BANCORPORATION	31,463.00	1,364,550.31
98978V103	ZTS US	ZOETIS INC	9,248.00	1,603,233.28
98980G102	ZS US	ZSCALER INC	805.00	154,712.95
98980L101	ZM US	ZOOM VIDEO COMMUNICATIONS	2,109.00	124,831.71
G0403H108	AON US	AON PLC	1,622.00	476,186.76
G0450A105	ACGL US	ARCH CAPITAL GROUP LTD	3,004.00	303,073.56
G1151C101	ACN US	ACCENTURE PLC	17,546.00	5,323,631.86
G3223R108	EG US	EVEREST GROUP LTD	25,905.00	9,870,323.10
G3421J106	FERG US	FERGUSON PLC	21,664.00	4,195,233.60

VICTORY GROWTH & INCOME FUND

CUSIP	TICKER	SECURITY NAME	SHARES/PAR/CONTRACTS	MARKET VALUE
G39387108	GFS US	GLOBALFOUNDRIES INC	718.00	36,302.08
G4705A100	ICLR US	ICON PLC	1,616.00	506,567.52
G5960L103	MDT US	MEDTRONIC PLC	26,784.00	2,108,168.64
G6683N103	NU US	NU HOLDINGS LTD/CAYMAN IS	21,905.00	282,355.45
G7709Q104	RPRX US	ROYALTY PHARMA PLC	109,717.00	2,893,237.29
G7997R103	STX US	SEAGATE TECHNOLOGY HOLD	1,912.00	197,452.24
G8473T100	STE US	STERIS PLC	1,996.00	438,201.84
H2906T109	GRMN US	GARMIN LTD	19,123.00	3,115,519.16
N53745100	LYB US	LYONDELLBASELL INDUSTRIES	90,661.00	8,672,631.26
V7780T103	RCL US	ROYAL CARRIBBEAN CRUISES	2,538.00	404,633.34
Total:				**1,956,944,193.52**

The portfolio holdings listing above provides information on a fund's investments as of the date indicated. The fund listing is not part of the fund's annual/semi-annual report, or the portfolio holdings for the first and third quarter of each fiscal year on Form N-PORT. The portfolio holdings have not been audited, are subject to change, and do not represent any type of recommendation. The data provided in this holding listing is information on the fund's investments and trades executed through the end of the day prior to that shown in the report. In addition, derivatives (futures/swaps) are valued at the unrealized appreciation(depreciation) on the investment. The holdings listing does not include short-term investments purchased with cash collateral from securities loaned. The Funds are distributed by Victory Capital Services, Inc.