



VICTORY FUND HOLDINGS

As of March 31, 2024

VICTORY 500 INDEX FUND

CUSIP	TICKER	SECURITY NAME	SHARES/PAR/CONTRACTS	MARKET VALUE
001055102	AFL US	AFLAC INC	136,671.00	11,734,572.06
00130H105	AES US	AES CORP.	185,750.00	3,330,497.50
00206R102	T US	AT&T INC	1,877,156.00	33,037,945.60
002824100	ABT US	ABBOTT LABORATORIES	452,526.00	51,434,105.16
00287Y109	ABBV US	ABBVIE INC.	463,563.00	84,414,822.30
00724F101	ADBE US	ADOBE INC	117,950.00	59,517,570.00
007903107	AMD US	ADVANCED MICRO DEVICES	419,947.00	75,796,234.03
00846U101	A US	AGILENT TECHNOLOGIES, INC	76,701.00	11,160,762.51
009066101	ABNB US	AIRBNB INC	109,161.00	18,007,198.56
009158106	APD US	AIR PRODUCTS AND CHEMICAL	57,481.00	13,925,921.87
00971T101	AKAM US	AKAMAI TECHNOLOGIES, INC.	39,064.00	4,248,600.64
012653101	ALB US	ALBEMARLE CORP.	30,746.00	4,050,478.04
013091103	ACI US	ALBERTSONS COS INC	87,517.00	1,876,364.48
015271109	ARE US	ALEXANDRIA REAL ESTATE EQ	45,357.00	5,846,970.87
016255101	ALGN US	ALIGN TECHNOLOGY INC	18,458.00	6,052,747.36
018802108	LNT US	ALLIANT ENERGY CORP.	67,118.00	3,382,747.20
020002101	ALL US	ALLSTATE CORP/THE	68,704.00	11,886,479.04
02043Q107	ALNY US	ALNYLAM PHARMACEUTICALS	32,924.00	4,920,491.80
02079K107	GOOG US	ALPHABET INC - CLASS C	1,385,631.00	210,976,176.06
02079K305	GOOGL U	ALPHABET INC - CLASS A	1,542,519.00	232,812,392.67
02209S103	MO US	ALTRIA GROUP, INC.	462,714.00	20,183,584.68
023135106	AMZN US	AMAZON.COM INC	2,425,989.00	437,599,895.82
023608102	AEE US	AMEREN CORP.	69,581.00	5,146,210.76
025537101	AEP US	AMERICAN ELECTRIC POWER C	138,125.00	11,892,562.50
025816109	AXP US	AMERICAN EXPRESS CO	189,926.00	43,244,250.94
026874784	AIG US	AMERICAN INTL GROUP, INC.	178,466.00	13,950,687.22
03027X100	AMT US	AMERICAN TOWER CORP.	121,751.00	24,056,780.09



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030420103	AWK US	AMERICAN WATER WORKS CO.	51,038.00	6,237,353.98
03073E105	COR US	CENCORA INC	45,326.00	11,013,764.74
03076C106	AMP US	AMERIPRISE FINANCIAL INC	26,279.00	11,521,764.76
031100100	AME US	AMETEK, INC.	60,410.00	11,048,989.00
031162100	AMGN US	AMGEN INC	140,475.00	39,939,852.00
032095101	APH US	AMPHENOL CORP. - CL A	156,619.00	18,066,001.65
032654105	ADI US	ANALOG DEVICES, INC.	129,820.00	25,677,097.80
03662Q105	ANSS US	ANSYS INC	22,792.00	7,912,470.72
036752103	ELV US	ELEVANCE HEALTH INC	60,834.00	31,544,862.36
03769M106	1874329	APOLLO GLOBAL MANAGEMENT	104,513.00	11,752,486.85
037833100	AAPL US	APPLE INC	4,053,378.00	695,073,259.44
038222105	AMAT US	APPLIED MATERIALS INC	217,527.00	44,860,593.21
039483102	ADM US	ARCHER-DANIELS-MIDLAND CO	139,058.00	8,734,232.98
03990B101	ARES US	ARES MANAGEMENT CORP	41,456.00	5,512,818.88
040413106	ANET US	ARISTA NETWORKS INC	66,996.00	19,427,500.08
049468101	TEAM US	ATLASSIAN CORP PLC	38,563.00	7,524,026.93
049560105	ATO US	ATMOS ENERGY CORP	39,493.00	4,694,532.91
052769106	ADSK US	AUTODESK, INC.	56,030.00	14,591,332.60
053015103	ADP US	AUTOMATIC DATA PROCESSING	107,371.00	26,814,833.54
053332102	AZO US	AUTOZONE, INC.	4,528.00	14,270,671.20
053484101	AVB US	AVALONBAY COMMUNITIES INC	37,155.00	6,894,481.80
05352A100	AVTR US	AVANTOR INC	173,631.00	4,439,744.67
053611109	AVY US	AVERY DENNISON CORP.	20,823.00	4,648,734.75
05464C101	AXON US	AXON ENTERPRISE	18,540.00	5,800,795.20
05722G100	BKR US	BAKER HUGHES CO	262,576.00	8,796,296.00
058498106	BALL US	BALL CORP.	82,406.00	5,550,868.16
060505104	BAC US	BANK OF AMERICA CORP.	2,064,851.00	78,299,149.92



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064058100	BK US	BANK OF NEW YORK MELLON	197,637.00	11,387,843.94
071813109	BAX US	BAXTER INTERNATIONAL, INC	132,640.00	5,669,033.60
075887109	BDX US	BECTON DICKINSON AND CO.	75,795.00	18,755,472.75
08265T208	BSY US	BENTLEY SYSTEMS INC	55,024.00	2,873,353.28
084423102	WRB US	WR BERKLEY CORP.	52,610.00	4,652,828.40
084670108	BRK/A U	BERKSHIRE HATHAWAY INC	90.00	57,099,600.00
084670702	BRK/B U	BERKSHIRE HATHAWAY INC B	342,438.00	144,002,027.76
086516101	BBY US	BEST BUY CO INC	50,636.00	4,153,671.08
09061G101	BMRN US	BIOMARIN PHARMACEUTICAL I	48,518.00	4,237,562.12
09062X103	BIIB US	BIOGEN INC	37,884.00	8,168,926.92
09247X101	BLK US	BLACKROCK INC.-CLASS A	38,490.00	32,089,113.00
09260D107	BX US	BLACKSTONE INC	185,894.00	24,420,894.78
097023105	BA US	BOEING CO	160,077.00	30,893,260.23
09857L108	BKNG US	BOOKING HOLDINGS INC	8,900.00	32,288,132.00
099502106	BAH US	BOOZ ALLEN HAMILTON	33,511.00	4,974,372.84
101137107	BSX US	BOSTON SCIENTIFIC CORP.	383,741.00	26,282,421.09
110122108	BMY US	BRISTOL-MYERS SQUIBB CO	530,913.00	28,791,411.99
11133T103	BR US	BROADRIDGE FIN SOLUTIONS	30,720.00	6,293,299.20
11135F101	AVGO US	BROADCOM INC	119,273.00	158,085,626.93
115236101	BRO US	BROWN & BROWN, INC.	62,245.00	5,448,927.30
115637100	BF/A US	BROWN-FORMAN CORP	12,715.00	673,259.25
115637209	BF/B US	BROWN-FORMAN CORP. CL B	79,169.00	4,086,703.78
12008R107	BLDR US	BUILDERS FIRSTSOURCE INC	31,296.00	6,526,780.80
12503M108	CBOE US	CBOE GLOBAL MARKETS INC	27,610.00	5,072,785.30
12504L109	CBRE US	CBRE GROUP INC	79,638.00	7,743,999.12
12514G108	CDW US	CDW CORP OF DELAWARE	35,159.00	8,992,969.02
125269100	CF US	CF INDUSTRIES HOLDINGS	49,152.00	4,089,937.92



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125523100	CI US	CIGNA GROUP/THE	75,420.00	27,391,789.80
12572Q105	CME US	CME GROUP, INC.	94,256.00	20,292,374.24
125896100	CMS US	CMS ENERGY CORP.	76,902.00	4,640,266.68
126408103	CSX US	CSX CORP.	513,471.00	19,034,369.97
126650100	CVS US	CVS HEALTH CORP	330,018.00	26,322,235.68
127097103	CTRA US	COTERRA ENERCOTERRA ENERG	193,879.00	5,405,346.52
127387108	CDNS US	CADENCE DESIGN SYS. INC	70,859.00	22,056,989.52
134429109	CPB US	CAMPBELL SOUP CO	51,694.00	2,297,798.30
14040H105	COF US	CAPITAL 1 FINANCIAL CORP	98,548.00	14,672,811.72
14149Y108	CAH US	CARDINAL HEALTH INC	63,501.00	7,105,761.90
142339100	CSL US	CARLISLE COMPANIES INC.	12,430.00	4,870,695.50
143658300	CCL US	CARNIVAL CORP.	257,135.00	4,201,585.90
14448C104	CARR US	CARRIER GLOBAL CORP	220,283.00	12,805,050.79
149123101	CAT US	CATERPILLAR INC	130,952.00	47,984,741.36
150870103	CE US	CELANESE CORP.	28,480.00	4,894,572.80
15135B101	CNC US	CENTENE CORP.	139,076.00	10,914,684.48
15189T107	CNP US	CENTERPOINT ENERGY, INC.	165,442.00	4,713,442.58
16119P108	CHTR US	CHARTER COMMUNICATIONS IN	25,950.00	7,541,848.50
16411R208	LNG US	CHENIERE ENERGY INC	60,751.00	9,797,921.28
166764100	CVX US	CHEVRON CORP	487,815.00	76,947,938.10
169656105	CMG US	CHIPOTLE MEXICAN GRILL	7,153.00	20,792,125.81
171340102	CHD US	CHURCH & DWIGHT CO INC	63,918.00	6,667,286.58
172062101	CINF US	CINCINNATI FINANCIAL CORP	40,330.00	5,007,776.10
17275R102	CSCO US	CISCO SYSTEMS, INC.	1,197,228.00	59,753,649.48
172908105	CTAS US	CINTAS CORP.	22,630.00	15,547,488.90
172967424	C US	CITIGROUP, INC.	500,675.00	31,662,687.00
174610105	CFG US	CITIZENS FINANCIAL GROUP	119,641.00	4,341,771.89



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189054109	CLX US	CLOROX COMPANY	32,538.00	4,981,893.18
18915M107	NET US	CLOUDFLARE INC - CLASS A	76,788.00	7,435,382.04
191216100	KO US	COCA-COLA CO/THE	1,125,739.00	68,872,712.02
192446102	CTSH US	COGNIZANT TECH SOLUTIONS	130,538.00	9,567,130.02
19260Q107	COIN US	COINBASE GLOBAL INC	44,495.00	11,796,514.40
194162103	CL US	COLGATE-PALMOLIVE CO	215,987.00	19,449,629.35
20030N101	CMCSA U	COMCAST CORP	1,033,190.00	44,788,786.50
205887102	CAG US	CONAGRA BRANDS, INC.	124,977.00	3,704,318.28
20825C104	COP US	CONOCOPHILLIPS	308,797.00	39,303,682.16
209115104	ED US	CONSOLIDATED EDISON, INC.	90,620.00	8,229,202.20
21036P108	STZ US	CONSTELLATION BRANDS, INC	44,329.00	12,046,849.04
21037T109	CEGVV U	CONSTELLATION ENERGY CORP	83,087.00	15,358,631.95
216648501	COO US	COOPER COS INC/THE	52,151.00	5,291,240.46
217204106	CPRT US	COPART INC	229,329.00	13,282,735.68
219350105	GLW US	CORNING, INC.	202,506.00	6,674,597.76
219948106	CPAY US	CORPAY INC	17,712.00	5,464,860.48
22052L104	CTVA US	CORTEVA INC	184,082.00	10,616,008.94
22160K105	COST US	COSTCO WHOLESALE CORP	116,023.00	85,001,930.49
22160N109	CSGP US	COSTAR GROUP INC	105,969.00	10,236,605.40
22788C105	CRWD US	CROWDSTRIKE HOLDINGS INC-	58,392.00	18,719,891.28
22822V101	CCI US	CROWN CASTLE INC	113,601.00	12,022,393.83
231021106	CMI US	CUMMINS INC	36,649.00	10,798,627.85
23331A109	DHI US	DR HORTON, INC.	76,755.00	12,630,035.25
233331107	DTE US	DTE ENERGY CO.	54,051.00	6,061,279.14
235851102	DHR US	DANAHER CORP	177,190.00	44,247,886.80
237194105	DRI US	DARDEN RESTAURANTS, INC.	31,251.00	5,223,604.65
23804L103	DDOG US	DATADOG INC-CLASS A	72,099.00	8,911,436.40



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243537107	DECK US	DECKERS OUTDOOR CORP	6,679.00	6,286,675.54
244199105	DE US	DEERE & CO	67,864.00	27,874,459.36
24703L202	DELL US	DELL TECHNOLOGIES INC	62,126.00	7,089,197.86
247361702	DAL US	DELTA AIR LINES INC	168,324.00	8,057,669.88
25179M103	DVN US	DEVON ENERGY CORP.	165,628.00	8,311,213.04
252131107	DXCM US	DEXCOM INC	99,155.00	13,752,798.50
25278X109	FANG US	DIAMONDBACK ENERGY INC	46,664.00	9,247,404.88
253868103	DLR US	DIGITAL REALTY TRUST, INC	81,946.00	11,803,501.84
254687106	DIS US	WALT DISNEY CO/THE	481,595.00	58,927,964.20
254709108	DFS US	DISCOVER FINANCIAL SERVIC	65,336.00	8,564,896.24
256677105	DG US	DOLLAR GENERAL CORP	57,484.00	8,970,953.04
256746108	DLTR US	DOLLAR TREE, INC.	57,086.00	7,601,000.90
25746U109	D US	DOMINION ENERGY, INC.	219,690.00	10,806,551.10
25754A201	DPZ US	DOMINO'S PIZZA INC.	9,088.00	4,515,645.44
25809K105	DASH US	DOORDASH INC	75,678.00	10,422,374.16
260003108	DOV US	DOVER CORP	36,553.00	6,476,826.07
260557103	DOW US	DOW INC	184,119.00	10,666,013.67
26142V105	DKNG US	DRAFTKINGS INC	119,089.00	5,407,831.49
26441C204	DUK US	DUKE ENERGY CORP.	202,181.00	19,552,924.51
26614N102	DD US	DUPONT DE NEMOURS INC	109,413.00	8,388,694.71
268150109	DT US	DYNATRACE INC	72,183.00	3,352,178.52
26875P101	EOG US	EOG RESOURCES INC	151,786.00	19,404,322.24
26884L109	EQT US	EQT CORP.	108,432.00	4,019,574.24
278642103	EBAY US	EBAY INC	135,712.00	7,162,879.36
278865100	ECL US	ECOLAB, INC.	66,697.00	15,400,337.30
281020107	EIX US	EDISON INTERNATIONAL	100,912.00	7,137,505.76
28176E108	EW US	EDWARDS LIFESCIENCES	155,484.00	14,858,051.04



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285512109	EA US	ELECTRONIC ARTS, INC.	63,507.00	8,425,473.69
291011104	EMR US	EMERSON ELECTRIC CO.	149,354.00	16,939,730.68
29355A107	ENPH US	ENPHASE ENERGY INC	34,247.00	4,143,202.06
29362U104	ENTG US	ENTEGRIS INC	39,271.00	5,519,146.34
29364G103	ETR US	ENERGY CORP.	55,724.00	5,888,912.32
29414B104	EPAM US	EPAM SYSTEMS INC	14,820.00	4,092,691.20
294429105	EFX US	EQUIFAX, INC.	32,390.00	8,664,972.80
29444U700	EQIX US	EQUINIX INC	24,778.00	20,450,026.74
29476L107	EQR US	EQUITY RESIDENTIAL	97,864.00	6,176,197.04
297178105	ESS US	ESSEX PROPERTY TRUST INC	16,743.00	4,098,853.83
30034W106	EVRG US	EVERGY INC	59,393.00	3,170,398.34
30040W108	ES US	EVERSOURCE ENERGY	91,318.00	5,458,076.86
30063P105	EXAS US	EXACT SCIENCES CORP	47,202.00	3,259,770.12
30161N101	EXC US	EXELON CORP.	262,152.00	9,849,050.64
30212P303	EXPE US	EXPEDIA GROUP INC.	34,142.00	4,703,060.50
302130109	EXPD US	EXPEDITORS INT'L OF WASH	37,539.00	4,563,616.23
30225T102	EXR US	EXTRA SPACE STORAGE INC	55,010.00	8,086,470.00
30231G102	XOM US	EXXON MOBIL CORP	1,040,777.00	120,979,918.48
30303M102	META	META PLATFORMS INC	576,220.00	279,800,907.60
303075105	FDS US	FACTSET RESEARCH SYSTEM	9,984.00	4,536,629.76
303250104	FICO US	FAIR ISAAC CORP.	6,348.00	7,932,524.28
311900104	FAST US	FASTENAL CO	150,066.00	11,576,091.24
31428X106	FDX US	FEDEX CORP.	60,206.00	17,444,086.44
31620M106	FIS US	FIDELITY NATIONAL INFO	151,030.00	11,203,405.40
316773100	FITB US	FIFTH THIRD BANCORP	177,796.00	6,615,789.16
31946M103	FCNCA U	FIRST CITIZENS BCSHS -CL	2,743.00	4,484,805.00
336433107	FSLR US	FIRST SOLAR INC	26,294.00	4,438,427.20



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337738108	FI US	FISERV, INC.	153,961.00	24,606,047.02
337932107	FE US	FIRSTENERGY CORP.	150,732.00	5,821,269.84
345370860	F US	FORD MOTOR CO.	1,023,649.00	13,594,058.72
34959E109	FTNT US	FORTINET INC	165,315.00	11,292,667.65
34959J108	FTV US	FORTIVE CORP	91,974.00	7,911,603.48
35137L105	FOXA US	FOX CORP - CLASS A	62,367.00	1,950,216.09
35137L204	FOX US	FOX CORP - CLASS B	34,667.00	992,169.54
354613101	BEN US	FRANKLIN RESOURCES, INC.	75,003.00	2,108,334.33
35671D857	FCX US	FREEMONT-MCMORAN INC	370,591.00	17,425,188.82
36266G107	GEHC US	GE HEALTHCARE TECHNOLOGIE	107,051.00	9,732,006.41
363576109	AJG US	ARTHUR J GALLAGHER & CO.	56,338.00	14,086,753.52
36467J108	GLPI US	GAMING AND LEISURE PROPER	67,026.00	3,087,887.82
366651107	IT US	GARTNER INC	19,882.00	9,477,152.94
369550108	GD US	GENERAL DYNAMICS CORP.	71,549.00	20,211,877.01
369604301	GE US	GENERAL ELECTRIC CO	284,930.00	50,013,762.90
370334104	GIS US	GENERAL MILLS INC	148,718.00	10,405,798.46
37045V100	GM US	GENERAL MOTORS CO.	358,814.00	16,272,214.90
372460105	GPC US	GENUINE PARTS CO	36,536.00	5,660,522.48
375558103	GILD US	GILEAD SCIENCES, INC.	326,992.00	23,952,164.00
37940X102	GPN US	GLOBAL PAYMENTS INC.	67,042.00	8,960,833.72
38141G104	GS US	GOLDMAN SACHS GROUP INC/T	85,076.00	35,535,394.44
384109104	GGG US	GRACO INC	43,742.00	4,088,127.32
384802104	GWW US	WW GRAINGER, INC.	11,700.00	11,902,410.00
40412C101	HCA US	HCA HEALTHCARE INC	50,305.00	16,778,226.65
40434L105	HPQ US	HP INC	256,469.00	7,750,493.18
406216101	HAL US	HALLIBURTON CO.	232,555.00	9,167,318.10
416515104	HIG US	HARTFORD FINANCIAL SERVIC	77,741.00	8,011,210.05



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422806109	HEI US	HEICO CORP	11,081.00	2,116,471.00
422806208	HEI/A U	HEICO CORP. CL. A	19,898.00	3,063,098.12
426281101	JKHY US	JACK HENRY & ASSOCIATES	19,020.00	3,304,344.60
427866108	HSY US	HERSHEY CO/THE	39,091.00	7,603,199.50
42809H107	HES US	HESS CORP.	72,941.00	11,133,714.24
42824C109	HPE US	HEWLETT PACKARD ENT	340,145.00	6,030,770.85
43300A203	HLT US	HILTON WORLDWIDE HLD	69,546.00	14,834,857.26
436440101	HOLX US	HOLOGIC, INC.	60,726.00	4,734,198.96
437076102	HD US	HOME DEPOT INC/THE	260,822.00	100,051,319.20
438516106	HON US	HONEYWELL INTERNATIONAL I	171,184.00	35,135,516.00
440452100	HRL US	HORMEL FOODS CORP.	76,027.00	2,652,582.03
443201108	HWM US	HOWMET AEROSPACE INC	107,379.00	7,347,944.97
443510607	HUBB US	HUBBELL INC	14,041.00	5,827,717.05
443573100	HUBS US	HUBSPOT INC	12,745.00	7,985,507.20
444859102	HUM US	HUMANA, INC.	31,584.00	10,950,804.48
445658107	JBHT US	J.B. HUNT TRANSPORT SERV	21,459.00	4,275,705.75
446150104	HBAN US	HUNTINGTON BANCSHARES INC	375,983.00	5,244,962.85
45167R104	IEX US	IDEX CORP	19,835.00	4,840,136.70
45168D104	IDXX US	IDEXX LABORATORIES INC	21,618.00	11,672,206.74
452308109	ITW US	ILLINOIS TOOL WORKS INC	78,233.00	20,992,260.89
452327109	ILMN US	ILLUMINA, INC.	41,562.00	5,707,293.84
45337C102	INCY US	INCYTE PHARMACEUTICALS	58,286.00	3,320,553.42
45687V106	IR US	INGERSOLL-RAND INC	105,770.00	10,042,861.50
45784P101	PODD US	INSULET CORP	18,228.00	3,124,279.20
458140100	INTC US	INTEL CORP	1,110,237.00	49,039,168.29
45866F104	ICE US	INTERCONTINENTAL EXCHANGE	149,226.00	20,508,129.18
459200101	IBM US	INTERNATIONAL BUSINESS MA	240,623.00	45,949,368.08



VICTORY FUND HOLDINGS

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CUSIP	TICKER	SECURITY NAME	SHARES/PAR/CONTRACTS	MARKET VALUE
459506101	IFF US	INT'L FLAVORS & FRAGRANCE	60,336.00	5,188,292.64
460146103	IP US	INTERNATIONAL PAPER CO.	89,739.00	3,501,615.78
460690100	IPG US	INTERPUBLIC GROUP OF COS	99,154.00	3,235,395.02
461202103	INTU US	INTUIT INC	71,470.00	46,455,500.00
46120E602	ISRG US	INTUITIVE SURGICAL, INC.	91,921.00	36,684,751.89
46187W107	INVH US	INVITATION HOMES INC	160,090.00	5,700,804.90
46266C105	IQV US	IQVIA HOLDINGS INC	47,276.00	11,955,627.64
46284V101	IRM US	IRON MOUNTAIN INC	76,140.00	6,107,189.40
46625H100	JPM US	JPMORGAN CHASE & CO	749,549.00	150,134,664.70
466313103	JBL US	JABIL INC	32,347.00	4,332,880.65
46982L108	J US	JACOBS SOLUTIONS INC	32,613.00	5,013,596.49
478160104	JNJ US	JOHNSON & JOHNSON	631,830.00	99,949,187.70
482480100	KLAC US	KLA CORP	35,484.00	24,788,057.88
48251W104	KKR US	KKR & CO INC	175,565.00	17,658,327.70
487836108	K US	KELLANOVA	74,905.00	4,291,307.45
49177J102	KVUE US	KENVUE INC	406,798.00	8,729,885.08
49271V100	KDP US	KEURIG DR PEPPER INC	258,285.00	7,921,600.95
49338L103	KEYS US	KEYSIGHT TECHNOLOGIES INC	45,487.00	7,113,257.06
494368103	KMB US	KIMBERLY-CLARK CORP	88,258.00	11,416,172.30
49456B101	KMI US	KINDER MORGAN INC	508,291.00	9,322,056.94
500754106	KHC US	KRAFT HEINZ CO/THE	317,270.00	11,707,263.00
501044101	KR US	KROGER CO/THE	187,588.00	10,716,902.44
501889208	LKQ US	LKQ CORPORATION	69,490.00	3,711,460.90
50212V100	LPLA US	LPL FINANCIAL HOLDINGS	19,398.00	5,124,951.60
502431109	LHX US	L3HARRIS TECHNOLOGIES INC	49,670.00	10,584,677.00
50540R409	LH US	LAB CORP OF AMERICA HLDGS	22,028.00	4,812,236.88
512807108	LRCX US	LAM RESEARCH CORP.	34,257.00	33,283,073.49



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CUSIP	TICKER	SECURITY NAME	SHARES/PAR/CONTRACTS	MARKET VALUE
513272104	LW US	LAMB WESTON HOLDING	37,154.00	3,958,015.62
517834107	LVS US	LAS VEGAS SANDS CORP	107,876.00	5,577,189.20
518439104	EL US	ESTEE LAUDER COS, INC.	60,934.00	9,392,976.10
525327102	LDOS US	LEIDOS HOLDINGS INC	35,237.00	4,619,218.33
526057104	LEN US	LENNAR CORP. CL A	62,966.00	10,828,892.68
526057302	LEN/B U	LENNAR CORP	2,550.00	393,159.00
526107107	LII US	LENNOX INTERNATIONAL, INC	8,389.00	4,100,207.64
530307107	LBRDA U	LIBERTY BROADBAND CORP	4,353.00	248,643.36
530307305	LBRDK U	LIBERTY BROADBAND - C	29,680.00	1,698,586.40
531229755	FWONK	LIBERTY MEDIA CORP-LIBERT	53,103.00	3,483,556.80
531229771	FWONA U	LIBERTY MEDIA CORP-LIBERT	5,842.00	343,159.08
532457108	LLY US	ELI LILLY & CO	223,134.00	173,589,326.64
538034109	LYV US	LIVE NATION ENTERTAINMENT	37,775.00	3,995,461.75
539830109	LMT US	LOCKHEED MARTIN CORP	63,437.00	28,855,588.19
540424108	L US	LOEWS CORP	48,247.00	3,777,257.63
548661107	LOW US	LOWE'S COS INC	150,960.00	38,454,040.80
550021109	LULU US	LULULEMON ATHLETICA INC	28,916.00	11,296,035.40
55261F104	MTB US	M&T BANK CORP	43,532.00	6,331,294.08
552953101	MGM US	MGM RESORTS INTERNATIONAL	66,328.00	3,131,344.88
55354G100	MSCI US	MSCI INC.	20,110.00	11,270,649.50
565849106	MRO US	MARATHON OIL CORP.	151,011.00	4,279,651.74
56585A102	MPC US	MARATHON PETROLEUM CORP.	94,733.00	19,088,699.50
570535104	MKL US	MARKEL GROUP INC	3,374.00	5,133,473.52
571748102	MMC US	MARSH & MCLENNAN COS.	128,993.00	26,569,978.14
571903202	MAR US	MARRIOTT INT'L INC - CL A	63,751.00	16,085,014.81
573284106	MLM US	MARTIN MARIETTA MATERIALS	16,120.00	9,896,712.80
573874104	MRVL US	MARVELL TECHNOLOGY INC	224,483.00	15,911,355.04



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CUSIP	TICKER	SECURITY NAME	SHARES/PAR/CONTRACTS	MARKET VALUE
57636Q104	MA US	MASTERCARD, INC. - CL A	217,206.00	104,599,893.42
579780206	MKC US	MCCORMICK & CO, INC.	69,372.00	5,328,463.32
580135101	MCD US	MCDONALD'S CORP	189,605.00	53,459,129.75
58155Q103	MCK US	MCKESSON CORP.	34,504.00	18,523,472.40
58933Y105	MRK US	MERCK & CO, INC.	664,376.00	87,664,413.20
59156R108	MET US	METLIFE INC	158,697.00	11,761,034.67
592688105	MTD US	METTLER-TOLEDO INTERNATIO	5,555.00	7,395,315.95
594918104	MSFT US	MICROSOFT CORP	1,922,871.00	808,990,287.12
595017104	MCHP US	MICROCHIP TECHNOLOGY, INC	138,972.00	12,467,178.12
595112103	MU US	MICRON TECHNOLOGY, INC.	288,086.00	33,962,458.54
59522J103	MAA US	MID-AMERICA APARTMENT COM	30,446.00	4,006,084.68
60770K107	MRNA US	MODERNA INC	88,132.00	9,391,345.92
60855R100	MOH US	MOLINA HEALTHCARE INC	15,183.00	6,237,631.89
609207105	MDLZ US	MONDELEZ INTERNATIONAL	353,113.00	24,717,910.00
60937P106	MDB US	MONGODB INC	18,262.00	6,549,483.68
609839105	MPWR US	MONOLITHIC POWER SYSTEMS	12,189.00	8,257,072.38
61174X109	MNST US	MONSTER BEVERAGE CORP	197,125.00	11,685,570.00
615369105	MCO US	MOODY'S CORP.	47,862.00	18,811,201.86
617446448	MS US	MORGAN STANLEY	329,310.00	31,007,829.60
61945C103	MOS US	THE MOSAIC CO.	83,998.00	2,726,575.08
620076307	MSI US	MOTOROLA SOLUTIONS, INC.	43,462.00	15,428,140.76
62944T105	NVR US	NVR INC	800.00	6,479,968.00
631103108	NDAQ US	NASDAQ INC	92,489.00	5,836,055.90
64110D104	NTAP US	NETAPP INC	54,034.00	5,671,948.98
64110L106	NFLX US	NETFLIX, INC.	112,605.00	68,388,394.65
651639106	NEM US	NEWMONT CORP	302,390.00	10,837,657.60
65339F101	NEE US	NEXTERA ENERGY, INC.	536,605.00	34,294,425.55



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CUSIP	TICKER	SECURITY NAME	SHARES/PAR/CONTRACTS	MARKET VALUE
654106103	NKE US	NIKE, INC. CL B	309,027.00	29,042,357.46
655663102	NDSN US	NORDSON CORP	13,476.00	3,699,701.04
655844108	NSC US	NORFOLK SOUTHERN CORP.	59,281.00	15,108,948.47
665859104	NTRS US	NORTHERN TRUST CORP.	52,619.00	4,678,881.48
666807102	NOC US	NORTHROP GRUMMAN CORP	39,305.00	18,813,731.30
668771108	GEN US	GEN DIGITAL INC	152,067.00	3,406,300.80
670346105	NUE US	NUCOR CORP.	62,785.00	12,425,151.50
67066G104	NVDA US	NVIDIA CORP.	630,735.00	569,906,916.60
67103H107	ORLY US	O'REILLY AUTOMOTIVE, INC.	15,368.00	17,348,627.84
674599105	OXY US	OCCIDENTAL PETROLEUM CORP	230,289.00	14,966,482.11
679295105	OKTA US	OKTA INC	41,328.00	4,323,735.36
679580100	ODFL US	OLD DOMINION FRGHT LINE	49,240.00	10,798,824.40
681919106	OMC US	OMNICOM GROUP INC.	51,456.00	4,978,882.56
682189105	ONNN US	ON SEMICONDUCTOR CORP	111,469.00	8,198,544.95
682680103	OKE US	ONEOK, INC.	152,808.00	12,250,617.36
68389X105	ORCL US	ORACLE CORP.	419,464.00	52,688,873.04
68902V107	OTIS US	OTIS WORLDWIDE CORP	106,298.00	10,552,202.46
69331C108	PCG US	PG&E CORP.	527,630.00	8,843,078.80
693475105	PNC US	PNC FINL SERVICES GROUP	104,086.00	16,820,297.60
693506107	PPG US	PPG INDUSTRIES, INC.	61,529.00	8,915,552.10
69351T106	PPL US	PPL CORP.	193,284.00	5,321,108.52
69370C100	PTC US	PTC INC.	31,024.00	5,861,674.56
693718108	PCAR US	PACCAR, INC.	135,167.00	16,745,839.63
695156109	PKG US	PACKAGING CORP OF AMERICA	23,042.00	4,372,910.76
69608A108	PLTR US	PALANTIR TECHNOLOGIES INC	486,661.00	11,198,069.61
697435105	PANW US	PALO ALTO NETWORKS INC	83,769.00	23,801,285.97
701094104	PH US	PARKER HANNIFIN CORP.	33,547.00	18,645,087.13



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CUSIP	TICKER	SECURITY NAME	SHARES/PAR/CONTRACTS	MARKET VALUE
704326107	PAYX US	PAYCHEX, INC.	84,306.00	10,352,776.80
70432V102	PAYC US	PAYCOM SOFTWARE INC	13,182.00	2,623,349.82
70450Y103	PYPL US	PAYPAL HOLDINGS INC	279,086.00	18,695,971.14
713448108	PEP US	PEPSICO, INC.	359,899.00	62,985,923.99
714046109	RVTY US	REVVITY INC	32,330.00	3,394,650.00
717081103	PFE US	PFIZER, INC.	1,482,964.00	41,152,251.00
718172109	PM US	PHILIP MORRIS INT'L, INC.	407,068.00	37,295,570.16
718546104	PSX US	PHILLIPS 66	112,166.00	18,321,194.44
72352L106	PINS US	PINTEREST INC	153,908.00	5,335,990.36
723787107	PXD US	PIONEER NATURAL RESOURCES	60,936.00	15,995,700.00
73278L105	POOL US	POOL CORPORATION	9,782.00	3,947,037.00
74144T108	TROW US	T ROWE PRICE GROUP, INC.	57,445.00	7,003,694.40
74251V102	PFG US	PRINCIPAL FINL GROUP, INC	61,560.00	5,313,243.60
742718109	PG US	PROCTER & GAMBLE CO.	617,846.00	100,245,513.50
743315103	PGR US	PROGRESSIVE CORP.	153,429.00	31,732,185.78
74340W103	PLD US	PROLOGIS INC	241,777.00	31,484,200.94
744320102	PRU US	PRUDENTIAL FINANCIAL, INC	94,110.00	11,048,514.00
744573106	PEG US	PUBLIC SERVICE ENTERPRISE	130,805.00	8,735,157.90
74460D109	PSA US	PUBLIC STORAGE	41,457.00	12,025,017.42
745867101	PHM US	PULTEGROUP, INC.	55,319.00	6,672,577.78
747525103	QCOM US	QUALCOMM, INC.	292,580.00	49,533,794.00
74762E102	PWR US	QUANTA SERVICES, INC.	37,846.00	9,832,390.80
74834L100	DGX US	QUEST DIAGNOSTICS, INC.	28,825.00	3,836,895.75
754730109	RJF US	RAYMOND JAMES FINANCIAL	49,536.00	6,361,413.12
75513E101	RTX US	RTX CORP	348,225.00	33,962,384.25
756109104	O US	REALTY INCOME CORP	225,980.00	12,225,518.00
75886F107	REGN US	REGENERON PHARMACEUTICALS	27,610.00	26,574,348.90



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CUSIP	TICKER	SECURITY NAME	SHARES/PAR/CONTRACTS	MARKET VALUE
7591EP100	RF US	REGIONS FINANCIAL CORP.	240,780.00	5,066,011.20
759509102	RS US	RELIANCE INC	14,976.00	5,004,679.68
760759100	RSG US	REPUBLIC SERVICES, INC.	82,551.00	15,803,563.44
761152107	RMD US	RESMED INC	38,337.00	7,591,876.11
76954A103	RIVN US	RIVIAN AUTOMOTIVE INC	182,538.00	1,998,791.10
771049103	RBLX US	ROBLOX CORP	127,818.00	4,880,091.24
773903109	ROK US	ROCKWELL AUTOMATION, INC.	30,043.00	8,752,427.19
775711104	ROL US	ROLLINS INC	74,520.00	3,448,040.40
776696106	ROP US	ROPER TECHNOLOGIES INC	27,999.00	15,702,959.16
778296103	ROST US	ROSS STORES, INC.	86,706.00	12,724,972.56
78409V104	SPGI US	S&P GLOBAL INC	82,422.00	35,066,439.90
78410G104	SBAC US	SBA COMMUNICATIONS CORP	28,110.00	6,091,437.00
78467J100	SSNC US	SSNC TECHNOLOGIES HLDGS I	56,360.00	3,627,893.20
79466L302	CRM US	SALESFORCE INC	246,844.00	74,344,475.92
806857108	SLB US	SCHLUMBERGER LTD	375,644.00	20,589,047.64
808513105	SCHW US	THE CHARLES SCHWAB CORP.	438,391.00	31,713,204.94
816851109	SRE US	SEMPRA ENERGY	165,990.00	11,923,061.70
81762P102	NOW US	SERVICENOW INC	53,575.00	40,845,580.00
824348106	SHW US	SHERWIN-WILLIAMS CO	61,487.00	21,356,279.71
828806109	SPG US	SIMON PROPERTY GROUP, INC	84,907.00	13,287,096.43
83088M102	SWKS US	SKYWORKS SOLUTIONS INC	41,944.00	4,543,374.08
832696405	SJM US	JM SMUCKER CO	27,200.00	3,423,664.00
833034101	SNA US	SNAP-ON, INC.	13,574.00	4,020,890.28
83304A106	SNAP US	SNAP INC	273,676.00	3,141,800.48
833445109	SNOW US	SNOWFLAKE INC	79,615.00	12,865,784.00
842587107	SO US	SOUTHERN CO	286,001.00	20,517,711.74
844741108	LUV US	SOUTHWEST AIRLINES CO.	155,988.00	4,553,289.72



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CUSIP	TICKER	SECURITY NAME	SHARES/PAR/CONTRACTS	MARKET VALUE
852234103	SQ US	BLOCK INC	142,330.00	12,038,271.40
854502101	SWK US	STANLEY BLACK & DECKER	39,658.00	3,883,707.94
855244109	SBUX US	STARBUCKS CORP.	289,692.00	26,474,951.88
857477103	STT US	STATE STREET CORP.	78,740.00	6,088,176.80
858119100	STLD US	STEEL DYNAMICS INC	38,871.00	5,761,848.33
863667101	SYK US	STRYKER CORP.	93,731.00	33,543,512.97
866674104	SUI US	SUN COMMUNITIES INC	32,223.00	4,143,233.34
86800U104	SMCI US	SUPER MICRO COMPUTER INC	12,501.00	12,626,385.03
871607107	SNPS US	SYNOPSIS INC	39,908.00	22,807,422.00
87165B103	SYF US	SYNCHRONY FINANCIAL	106,061.00	4,573,350.32
871829107	SYY US	SYSCO CORP.	130,515.00	10,595,207.70
872540109	TJX US	TJX COS, INC.	299,013.00	30,325,898.46
872590104	TMUS US	T-MOBILE US INC	124,810.00	20,371,488.20
874054109	TTWO US	TAKE TWO INTERACTIVE	41,186.00	6,115,709.14
87612E106	TGT US	TARGET CORP.	120,982.00	21,439,220.22
87612G101	TRGP US	TARGA RESOURCES CORP	57,464.00	6,435,393.36
879360105	TDY US	TELEDYNE TECHNOLOGIES	12,300.00	5,280,636.00
880770102	TER US	TERADYNE, INC.	40,043.00	4,518,051.69
88160R101	TSLA US	TESLA INC	727,859.00	127,950,333.61
882508104	TXN US	TEXAS INSTRUMENTS, INC.	238,510.00	41,550,827.10
88262P102	TPL US	TEXAS PACIFIC LAND CORP	6,036.00	3,491,886.36
883203101	TXT US	TEXTRON, INC.	50,367.00	4,831,706.31
88339J105	TTD US	TRADE DESK INC	115,777.00	10,121,225.34
883556102	TMO US	THERMO FISHER SCIENTIFIC	100,011.00	58,127,393.31
88579Y101	MMM US	3M CO.	145,054.00	15,385,877.78
892356106	TSCO US	TRACTOR SUPPLY CO	28,271.00	7,399,086.12
893641100	TDG US	TRANSDIGM GROUP INC	14,232.00	17,528,131.20



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89400J107	TRU US	TRANSUNION	50,667.00	4,043,226.60
89417E109	TRV US	TRAVELERS COMPANIES INC	59,940.00	13,794,591.60
896239100	TRMB US	TRIMBLE INC.	64,212.00	4,132,684.32
89832Q109	TFC US	TRUIST FINANCIAL CORP	349,479.00	13,622,691.42
902252105	TYL US	TYLER TECHNOLOGIES INC	11,026.00	4,686,160.26
902494103	TSN US	TYSON FOODS, INC. - CL A	73,296.00	4,304,674.08
902653104	UDR US	UDR INC	86,079.00	3,220,215.39
902973304	USB US	US BANCORP	408,260.00	18,249,222.00
90353T100	UBER US	UBER TECHNOLOGIES INC	524,173.00	40,356,079.27
90384S303	ULTA US	ULTA BEAUTY INC	12,726.00	6,654,170.88
907818108	UNP US	UNION PACIFIC CORP.	159,610.00	39,252,887.30
910047109	UAL US	UNITED AIRLINES HOLDINGS	85,739.00	4,105,183.32
911312106	UPS US	UNITED PARCEL SERVICE	190,918.00	28,376,142.34
911363109	URI US	UNITED RENTALS INC	17,549.00	12,654,759.39
91324P102	UNH US	UNITEDHEALTH GROUP, INC.	241,779.00	119,608,071.30
91332U101	U US	UNITY SOFTWARE INC	66,523.00	1,776,164.10
91913Y100	VLO US	VALERO ENERGY CORP.	86,911.00	14,834,838.59
922475108	VEEV US	VEEVA SYSTEMS INC	38,519.00	8,924,467.11
92276F100	VTR US	VENTAS, INC.	105,196.00	4,580,233.84
92338C103	VLTO-W	VERALTO CORP	62,096.00	5,505,431.36
92343E102	VRSN US	VERISIGN, INC.	26,255.00	4,975,585.05
92343V104	VZ US	VERIZON COMMUNICATIONS	1,104,179.00	46,331,350.84
92345Y106	VRSK US	VERISK ANALYTICS INC	37,393.00	8,814,651.89
92532F100	VRTX US	VERTEX PHARMACEUTICALS	67,661.00	28,282,974.61
92537N108	VRT US	VERTIV HOLDINGS CO	93,874.00	7,666,689.58
92556V106	VTRS US	VIATRIS INC	312,428.00	3,730,390.32
925652109	VICI US	VICI PROPERTIES INC	273,091.00	8,135,380.89



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CUSIP	TICKER	SECURITY NAME	SHARES/PAR/CONTRACTS	MARKET VALUE
92826C839	V US	VISA INC. - CLASS A	414,315.00	115,627,030.20
929160109	VMC US	VULCAN MATERIALS CO.	34,668.00	9,461,590.56
92936U109	WPC US	WP CAREY INC	56,725.00	3,201,559.00
92939U106	WEC US	WEC ENERGY GROUP	82,769.00	6,796,990.28
929740108	WAB US	WABTEC CORP	46,023.00	6,704,630.64
931142103	WMT US	WALMART INC.	1,129,189.00	67,943,302.13
931427108	WBA US	WALGREENS BOOTS ALLIANCE	186,929.00	4,054,490.01
934423104	WBD US	WARNER BROS DISCOVERY INC	580,091.00	5,064,194.43
94106L109	WM US	WASTE MANAGEMENT, INC.	105,264.00	22,437,021.60
941848103	WAT US	WATERS CORP.	15,514.00	5,340,384.22
942622200	WSO US	WATSCO INC	8,837.00	3,817,318.89
949746101	WFC US	WELLS FARGO & CO.	938,637.00	54,403,400.52
95040Q104	WELL US	WELLTOWER INC	149,395.00	13,959,468.80
955306105	WST US	WEST PHARM SERVICES, INC.	19,153.00	7,579,033.63
958102105	WDC US	WESTERN DIGITAL CORP.	84,262.00	5,750,038.88
960413102	WLK US	WESTLAKE CORP	8,618.00	1,316,830.40
962166104	WY US	WEYERHAEUSER CO.	190,939.00	6,856,619.49
969457100	WMB US	WILLIAMS COS, INC.	318,315.00	12,404,735.55
98138H101	WDAY US	WORKDAY INC	54,134.00	14,765,048.50
98389B100	XEL US	XCEL ENERGY, INC.	145,607.00	7,826,376.25
98419M100	XYL US	XYLEM INC.	63,309.00	8,182,055.16
988498101	YUM US	YUM! BRANDS, INC.	73,788.00	10,230,706.20
989207105	ZBRA US	ZEBRA TECHNOLOGIES	13,395.00	4,037,788.80
98956P102	ZMH US	ZIMMER BIOMET HOLDINGS	53,815.00	7,102,503.70
98978V103	ZTS US	ZOETIS INC	120,190.00	20,337,349.90
98980G102	ZS US	ZSCALER INC	23,297.00	4,487,701.11
98980L101	ZM US	ZOOM VIDEO COMMUNICATIONS	61,151.00	3,997,440.87



VICTORY FUND HOLDINGS

As of March 31, 2024

VICTORY 500 INDEX FUND

CUSIP	TICKER	SECURITY NAME	SHARES/PAR/CONTRACTS	MARKET VALUE
ESM4		S&P 500 EMINI FUT JUN24 ^o	177.00	1,036,924.41
G0250X107	AMCR US	AMCOR PLC	378,481.00	3,599,354.31
G0403H108	AON US	AON PLC	51,437.00	17,165,555.64
G0450A105	ACGL US	ARCH CAPITAL GROUP LTD	95,248.00	8,804,725.12
G1151C101	ACN US	ACCENTURE PLC	164,293.00	56,945,596.73
G29183103	ETN US	EATON CORP PLC	104,565.00	32,695,384.20
G3223R108	EG US	EVEREST GROUP LTD	8,694.00	3,455,865.00
G51502105	JCI US	JOHNSON CONTROLS INTL	177,552.00	11,597,696.64
G54950103	LIN US	NEW LINDE PLC	124,343.00	57,734,941.76
G5960L103	MDT US	MEDTRONIC PLC	348,612.00	30,381,535.80
G6095L109	APTV US	APTIV PLC	72,803.00	5,798,758.95
G7709Q104	RPRX US	ROYALTY PHARMA PLC	99,453.00	3,020,387.61
G7997R103	STX US	SEAGATE TECHNOLOGY HOLD	54,734.00	5,092,998.70
G8473T100	STE US	STERIS PLC	25,885.00	5,819,465.70
G8994E103	TT US	TRANE TECHNOLOGIES PLC	59,443.00	17,844,788.60
G96629103	WTW US	WILLIS TOWERS WATSON PLC	26,819.00	7,375,225.00
H1467J104	CB US	CHUBB LIMITED	105,956.00	27,456,378.28
H2906T109	GRMN US	GARMIN LTD	40,290.00	5,997,972.30
H84989104	TEL US	TE CONNECTIVITY LTD.	80,982.00	11,761,825.68
MSCOLLAT		FUTURES COLLATERAL - CASH	12,911,137.20	12,911,137.20
N53745100	LYB US	LYONDELLBASELL INDUSTRIES	67,836.00	6,938,266.08
V7780T103	RCL US	ROYAL CARRIBBEAN CRUISES	61,905.00	8,605,414.05

Total: **11,865,387,234.60**

^o Future/centrally cleared swap security holding where amount reflected as Market Value is based on the unrealized gain/loss as of the reporting period.



VICTORY FUND HOLDINGS

As of March 31, 2024

VICTORY 500 INDEX FUND

CUSIP	TICKER	SECURITY NAME	SHARES/PAR/CONTRACTS	MARKET VALUE
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