



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

October 6, 2021

David C. Brown  
Chairman and Chief Executive Officer  
Victory Capital Holdings, Inc.  
15935 La Cantera Parkway  
San Antonio, TX 78256

**Re: Victory Capital Holdings, Inc.**  
**Registration Statement on Form S-3**  
**Filed September 24, 2021**  
**File No. 333-259784**

Dear Mr. Brown:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact David Lin, Staff Attorney, at (202) 551-3552 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Finance