



T.RowePrice

ANNUAL REPORT

December 31, 2023

TQSMX

T. ROWE PRICE

**Integrated U.S. Small-Mid
Cap Core Equity Fund**

TQSAX

**Integrated U.S. Small-Mid
Cap Core Equity Fund–
Advisor Class**

TQSIX

**Integrated U.S. Small-Mid
Cap Core Equity Fund–
I Class**

*(Formerly T. Rowe Price QM U.S. Small & Mid-
Cap Core Equity Fund)*

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HIGHLIGHTS

- Small- and mid-cap stocks produced strong gains in 2023. Your fund, which is a blend of small- and mid-cap growth and value stocks, outperformed its benchmark, the Russell 2500 Index, and the Lipper peer group index.
- The fund outperformed its benchmark due to favorable stock selection, particularly in the industrials and business services, information technology, and consumer discretionary sectors. The primary detracting factor was weak stock selection in communication services.
- Various portfolio characteristics reflect our preference for companies that we believe are higher in quality and have valuations that are more reasonable than those in the Russell benchmark.
- There is evidence of a slowdown in manufacturing industries and in some service areas, but the market does not seem to be pricing in a recession. If the lagged effect of the Federal Reserve's interest rate increases has still not completely affected the economy, we could see a period of disappointing earnings relative to current expectations.

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Dear Shareholder

Global stock and bond indexes were broadly positive during 2023 as most economies managed to avoid the recession that was widely predicted at the start of the year. Technology companies benefited from investor enthusiasm for artificial intelligence developments and led the equity rally, while fixed income benchmarks rebounded late in the year amid falling interest rates.

For the 12-month period, the technology-oriented Nasdaq Composite Index rose about 43%, reaching a record high and producing the strongest result of the major benchmarks. Growth stocks outperformed value shares, and developed market stocks generally outpaced their emerging markets counterparts. Currency movements were mixed over the period, although a weaker dollar versus major European currencies was beneficial for U.S. investors in European securities.

Within the S&P 500 Index, which finished the year just short of the record level it reached in early 2022, the information technology, communication services, and consumer discretionary sectors were all lifted by the tech rally and recorded significant gains. A small group of tech-oriented mega-cap companies helped drive much of the market's advance. Conversely, the defensive utilities sector had the weakest returns in the growth-focused environment, and the energy sector also lost ground amid declining oil prices. The financials sector bounced back from the failure of three large regional banks in the spring and was one of the top-performing segments in the second half of the year.

The U.S. economy was the strongest among the major markets during the period, with gross domestic product growth coming in at 4.9% in the third quarter, the highest since the end of 2021. Corporate fundamentals were also broadly supportive. Year-over-year earnings growth contracted in the first and second quarters of 2023, but results were better than expected, and earnings growth turned positive again in the third quarter. Markets remained resilient despite a debt ceiling standoff in the U.S., the outbreak of war in the Middle East, the continuing conflict between Russia and Ukraine, and a sluggish economic recovery in China.

Inflation remained a concern, but investors were encouraged by the slowing pace of price increases as well as the possibility that the Federal Reserve was nearing the end of its rate-hiking cycle. The Fed held rates steady after raising its short-term lending benchmark rate to a target range of 5.25% to 5.50% in July, the highest level since March 2001, and at its final meeting of the year in December, the central bank indicated that there could be three 25-basis-point rate cuts in 2024.

The yield of the benchmark 10-year U.S. Treasury note briefly reached 5.00% in October for the first time since late 2007 before falling back to 3.88% by period-end, the same level where it started the year, amid cooler-than-expected inflation readings and less-hawkish Fed rhetoric. Fixed income benchmarks were lifted late in the year by falling yields. Investment-grade and high yield corporate bonds produced solid returns, supported by the higher coupons that have become available over the past year, as well as increasing hopes that the economy might be able to avoid a recession.

Global economies and markets showed surprising resilience in 2023, but considerable uncertainty remains as we look ahead. Geopolitical events, the path of monetary policy, and the impact of the Fed's rate hikes on the economy all raise the potential for additional volatility. We believe this environment makes skilled active management a critical tool for identifying risks and opportunities, and our investment teams will continue to use fundamental research to help identify securities that can add value to your portfolio over the long term.

Thank you for your continued confidence in T. Rowe Price.

Sincerely,

A handwritten signature in dark ink, appearing to read "Robert M. Sharps". The signature is fluid and cursive, with a large, stylized "S" at the end.

Robert Sharps
CEO and President

INVESTMENT OBJECTIVE

The fund seeks long-term growth of capital.

FUND COMMENTARY

How did the fund perform in the past 12 months?

Periods Ended 12/31/23	PERFORMANCE COMPARISON	
	Total Return	
	6 Months	12 Months
Integrated U.S. Small-Mid Cap Core Equity Fund	9.96%	21.61%
Integrated U.S. Small-Mid Cap Core Equity Fund—Advisor Class	9.80	21.33
Integrated U.S. Small-Mid Cap Core Equity Fund—I Class	10.05	21.87
Russell 2500 Index	7.93	17.42
Lipper Small-Cap Growth Funds Index	5.93	18.36

Small- and mid-cap stocks produced strong gains in 2023, and growth stocks outperformed value stocks, as the equity market rebounded from poor performance in 2022. Your fund—which is a blend of small- and mid-cap growth and value stocks—returned 21.61% and outperformed its benchmark, the Russell 2500 Index, and the Lipper peer group index. Lipper currently classifies the fund as a small-cap growth portfolio, but we have not

changed our investment approach. (Performance for the fund's Advisor and I Class shares will vary due to their different fee structures. *Past performance cannot guarantee future results.*)

What factors influenced the fund's performance?

The fund outperformed its Russell benchmark due to favorable stock selection, particularly in the industrials and business services, information technology (IT), and consumer discretionary sectors. Overweights to the industrials and business services and IT sectors also added value. The primary detracting factor was weak stock selection in the communication services sector.

In the industrials and business services sector, we own Builders FirstSource, a maker of assorted building products used in new home construction. Shares surged as the company reported better-than-expected third-quarter earnings and as a sharp late-year drop in mortgage interest rates boosted sentiment toward homebuilding-related industries. Another strong contributor was Comfort Systems USA, a leading building and service provider for mechanical, electrical, and plumbing building systems, with a concentration in providing HVAC services. The company is a beneficiary of a robust economy and

increased construction activity stemming from federal legislation, such as the Infrastructure Investment and Jobs Act of 2021 and the Inflation Reduction Act of 2022. The stock has been lifted by favorable earnings and expectations that high demand for its services will last well into 2024. (Please refer to the portfolio of investments for a complete list of holdings and the amount each represents in the portfolio.)

In the IT sector, Zscaler is a cloud-based internet security company providing product solutions to help clients securely connect users to the internet and internally and externally managed applications. Shares advanced thanks to better-than-expected financial results and despite management's caution about a challenging macro environment. Other significant contributors to relative performance include Jabil, a manufacturing solutions provider; Photronics, a worldwide manufacturer of integrated circuit and flat panel display photomasks, which are special quartz plates containing microscopic images of electronic circuits; and Qualys, a provider of cloud-based security, compliance, and IT solutions.

In the consumer discretionary sector, the fund's stake in homebuilder Pulte Group contributed considerably to relative performance. Shares were buoyed by continued housing market strength and, late in the year, a sharp drop in longer-term interest rates. Duolingo, which owns and operates a popular education app that helps people learn new languages in a fun way, was another significant contributor, but we eliminated our small stake as the company's valuation began to reflect very high expectations. Our position in DraftKings, an operator of daily fantasy sports, plus online sports betting and online casino games, also performed well; we believe it could be a long-term beneficiary of an accelerating trend of legalized digital gaming.

In the communication services sector, not owning several stocks that produced very strong gains hurt our relative performance. Also, our stake in Match Group, which we added to the fund in August, detracted. The company owns and operates a global portfolio of online dating products, including the popular Tinder dating app. Shares struggled as the company has been losing some customers and issued fourth-quarter guidance that was weaker than expected. Shares of Nexstar Media Group, which the largest broadcaster in the U.S., also declined. Most of the company's revenue comes from retransmission fees and advertising, but Nexstar is facing headwinds from the cord-cutting trend of consumers canceling their cable or satellite TV subscriptions.

How is the fund positioned?

By comparing some of the portfolio's characteristics with those of our benchmark, we can demonstrate our preference for companies with more reasonable valuations and higher quality. For example, the fund's estimated 12-month forward price/earnings (P/E) ratio (15.3) was lower than that of the index (19.7), while its return on equity (ROE) for the latest 12 months excluding charges was materially higher (17.5%) than that of the benchmark (12.8%). ROE, which measures how effectively and efficiently a company and its management are using stockholder equity, is one of several important metrics that we consider when making investment decisions. We seek companies whose growth we believe is sustainable, and other portfolio metrics indicate our preference for companies whose earnings growth is at least comparable to that of their benchmark peers. At the end of 2023, the historical earnings growth rate of our holdings over five years (18.0%) was notably higher than those in the benchmark (11.7%). The projected earnings growth rate of our holdings (11.4%) was also higher than that of the index (9.5%).

SECTOR DIVERSIFICATION		
As of 12/31/23	Integrated U.S. Small- Mid Cap Core Equity Fund	Russell 2500 Index
Industrials and Business Services	20.4%	19.7%
Financials	16.7	16.6
Information Technology	16.0	12.7
Health Care	13.2	12.2
Consumer Discretionary	10.8	12.9
Materials	5.6	5.5
Real Estate	4.7	7.2
Energy	4.7	4.8
Consumer Staples	2.7	3.2
Communication Services	2.3	2.6
Utilities	2.2	2.6
Other and Reserves	0.7	0.0
Total	100.0%	100.0%

The portfolio's sector allocations are usually in line with those of the Russell 2500 Index, as we believe sector neutrality helps us avoid risks due to large moves in any individual sector. However, there were some notable differences at the end of 2023. Our largest allocations in absolute terms were industrials and business services, financials, IT, health care, and consumer discretionary. Relative to the benchmark, our IT and health care allocations were our largest overweights, reflecting the investment opportunities we have identified by our analysis

and rankings. On the other hand, our largest underweights were consumer discretionary and real estate, as opportunities in those sectors at year-end generally seemed less attractive.

Over the last year, we added a number of new holdings based on favorable rankings in our quantitative analysis. These included Tenet Healthcare, a for-profit hospital operator with a growing ambulatory care center portfolio; LPL Financial Holdings, the nation's largest independent broker-dealer and the largest provider of wealth management services in the bank channel; Corebridge Financial, a life insurance business that had been previously spun off from AIG; Rexford Industrial Realty, a real estate investment trust that owns and operates industrial assets in southern California; Range Resources, a producer of natural gas with operations focused on the Appalachian Basin; and Nutanix, a cloud infrastructure software company that offers businesses a platform for running apps and transferring data across clouds.

Sales and eliminations are often prompted by declining rankings, elevated valuations, and merger activity—or when a company's market capitalization becomes too large. Some of our notable sales during the year included PDC Energy, an independent oil and natural gas exploration and production company that agreed to be acquired by energy giant Chevron; Booz Allen Hamilton Holding, a highly regarded management consulting, technology, and engineering services company that works with the U.S. government and its agencies; Manhattan Associates, a developer of software for warehouse, order, and transportation management markets; and Karuna Therapeutics, a biotechnology company that agreed to be acquired by Bristol-Myers Squibb in late December.

What is portfolio management's outlook?

Despite the strong performance of small- and mid-caps during the fourth-quarter rally, large-cap stocks, as measured by the S&P 500 Index, significantly outperformed small- and mid-caps during 2023. However, most of the S&P 500's positive return for the year was attributable to a handful of tech-oriented mega-cap stocks.

The economy has been growing at a healthy pace, and unemployment is low. Inflation has steadily declined and is in the low 3% range. The Fed signaled in mid-December that policymakers might start cutting rates in 2024. Though the Fed's dot plot indicated three rate cuts in 2024, the market seems to be pricing in a larger number of rate cuts. This led to a roughly 100-basis-point decline in intermediate- to long-term rates during the quarter. The result was a broad-based rally in stocks, with very high returns for riskier and lower-quality stocks. There is evidence of a slowdown in manufacturing industries and in some service areas, but the market does not seem to be pricing in a recession. If the lagged effect of rate increases has still not completely affected the economy, we could see a period of disappointing earnings relative to current expectations.

Oil prices have declined recently as supply from U.S. producers has been robust, which negated the production cuts agreed to by OPEC and other oil-producing nations. A decline in long-term interest rates and mortgage rates might result in an economic acceleration in future quarters.

As inflation declines, companies may have reduced ability to push through price increases, but they will be affected by wage increases. This could weigh on corporate earnings and stock valuation multiples. The S&P 500's 12-month forward P/E multiple at the end of the year was above its historical average, which seems high for a slowing economic environment.

While the investment landscape has dramatically changed due to elevated inflation and aggressive Fed tightening, and while volatility since the beginning of the pandemic has been extraordinary at times, we can assure you that our long-standing investment strategy and stock selection process remain the same. We continue to look for high-quality stocks of small- and mid-cap companies that generate good cash flows and are judicious in deploying capital. We believe that such companies will persevere through challenging economic and financial conditions and distinguish themselves over time with strong operating and share price performance relative to lower-quality businesses. We are grateful for your continued confidence in our investment management abilities.

The views expressed reflect the opinions of T. Rowe Price as of the date of this report and are subject to change based on changes in market, economic, or other conditions. These views are not intended to be a forecast of future events and are no guarantee of future results.

RISKS OF INVESTING IN THE FUND

Stocks generally fluctuate in value more than bonds and may decline significantly over short time periods. There is a chance that stock prices overall will decline because stock markets tend to move in cycles, with periods of rising and falling prices. The value of a stock in which the fund invests may decline due to general weakness in the U.S. stock market, such as when the U.S. financial markets decline, or because of factors that affect a particular company or industry.

Because the fund invests primarily in small and medium-sized companies, its share price could be more volatile than that of a fund that is exposed to only large companies. Small and medium-sized companies often have less experienced management, narrower product lines, more limited financial resources, and less publicly available information than larger companies. Smaller companies may have limited trading markets and tend to be more sensitive to changes in overall economic conditions.

The fund's strategy relies heavily on quantitative models and the analysis of specific metrics to construct the portfolio. The impact of these metrics on a stock's performance can be difficult to predict, and stocks that previously possessed certain desirable quantitative characteristics may not continue to demonstrate those same characteristics in the future. In addition, relying on quantitative models entails the risk that the models themselves may be limited or incorrect, that the data on which the models rely may be incorrect or incomplete, and that the adviser may not be successful in selecting companies for investment or determining the weighting of particular stocks in the fund's portfolio. Any of these factors could cause the fund to underperform funds with similar strategies that do not select stocks based on quantitative analysis.

BENCHMARK INFORMATION

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BENCHMARK INFORMATION (CONTINUED)

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PORTFOLIO HIGHLIGHTS

TWENTY-FIVE LARGEST HOLDINGS

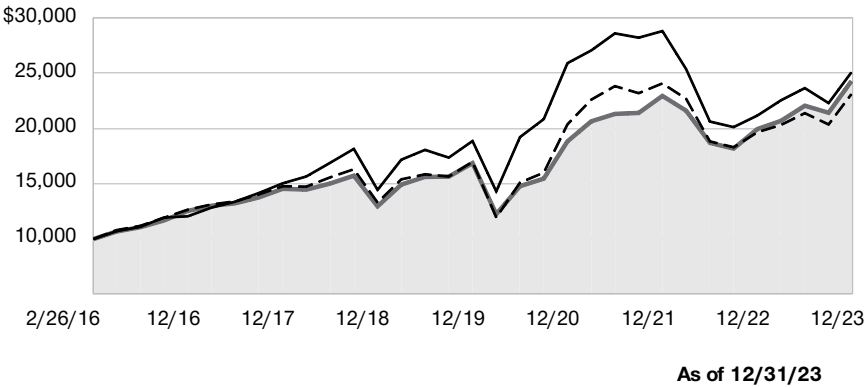
	Percent of Net Assets 12/31/23
PTC	0.9%
Lamar Advertising	0.9
Textron	0.8
OneMain Holdings	0.8
East West Bancorp	0.8
Popular	0.8
FleetCor Technologies	0.8
RPM	0.8
Huntington Ingalls Industries	0.8
Jabil	0.8
Gen Digital	0.8
Reliance Steel & Aluminum	0.8
Pulte Group	0.7
Dynatrace Holdings	0.7
NiSource	0.7
Rexford Industrial Realty	0.7
Belden	0.7
Coca-Cola Consolidated	0.7
Comfort Systems USA	0.7
Qualys	0.7
Corebridge Financial	0.7
GoDaddy	0.7
Select Medical Holdings	0.7
TechnipFMC	0.7
RenaissanceRe Holdings	0.7
Total	18.9%

Note: The information shown does not reflect any exchange-traded funds (ETFs), cash reserves, or collateral for securities lending that may be held in the portfolio.

GROWTH OF \$10,000

This chart shows the value of a hypothetical \$10,000 investment in the fund over the past 10 fiscal year periods or since inception (for funds lacking 10-year records). The result is compared with benchmarks, which include a broad-based market index and may also include a peer group average or index. Market indexes do not include expenses, which are deducted from fund returns as well as mutual fund averages and indexes.

INTEGRATED U.S. SMALL-MID CAP CORE EQUITY FUND



Integrated U.S. Small-Mid Cap Core Equity Fund	\$24,259
Russell 2500 Index	23,087
Lipper Small-Cap Growth Funds*	25,062

Note: Performance for the Advisor and I Class shares will vary due to their differing fee structures. See the Average Annual Compound Total Return table on the next page.

*Lipper data as of 2/29/16.

AVERAGE ANNUAL COMPOUND TOTAL RETURN

Periods Ended 12/31/23	1 Year	5 Years	Since Inception 2/26/16
Integrated U.S. Small-Mid Cap Core Equity Fund	21.61%	13.37%	11.96%
Integrated U.S. Small-Mid Cap Core Equity Fund– Advisor Class	21.33	13.06	11.64
Integrated U.S. Small-Mid Cap Core Equity Fund– I Class	21.87	13.58	12.15

The fund's performance information represents only past performance and is not necessarily an indication of future results. Current performance may be lower or higher than the performance data cited. Share price, principal value, and return will vary, and you may have a gain or loss when you sell your shares. For the most recent month-end performance, please visit our website (troweprice.com) or contact a T. Rowe Price representative at 1-800-225-5132 or, for Advisor and I Class shares, 1-800-638-8790.

This table shows how the fund would have performed each year if its actual (or cumulative) returns for the periods shown had been earned at a constant rate. Average annual total return figures include changes in principal value, reinvested dividends, and capital gain distributions. Returns do not reflect taxes that the shareholder may pay on fund distributions or the redemption of fund shares. When assessing performance, investors should consider both short- and long-term returns.

EXPENSE RATIO

Integrated U.S. Small-Mid Cap Core Equity Fund	1.02%
Integrated U.S. Small-Mid Cap Core Equity Fund–Advisor Class	1.36
Integrated U.S. Small-Mid Cap Core Equity Fund–I Class	0.77

The expense ratio shown is as of the fund's most recent prospectus. This number may vary from the expense ratio shown elsewhere in this report because it is based on a different time period and, if applicable, includes acquired fund fees and expenses but does not include fee or expense waivers.

FUND EXPENSE EXAMPLE

As a mutual fund shareholder, you may incur two types of costs: (1) transaction costs, such as redemption fees or sales loads, and (2) ongoing costs, including management fees, distribution and service (12b-1) fees, and other fund expenses. The following example is intended to help you understand your ongoing costs (in dollars) of investing in the fund and to compare these costs with the ongoing costs of investing in other mutual funds. The example is based on an investment of \$1,000 invested at the beginning of the most recent six-month period and held for the entire period.

Please note that the fund has three share classes: The original share class (Investor Class) charges no distribution and service (12b-1) fee, the Advisor Class shares are offered only through unaffiliated brokers and other financial intermediaries and charge a 0.25% 12b-1 fee, and I Class shares are available to institutionally oriented clients and impose no 12b-1 or administrative fee payment. Each share class is presented separately in the table.

Actual Expenses

The first line of the following table (Actual) provides information about actual account values and expenses based on the fund's actual returns. You may use the information on this line, together with your account balance, to estimate the expenses that you paid over the period. Simply divide your account value by \$1,000 (for example, an \$8,600 account value divided by \$1,000 = 8.6), then multiply the result by the number on the first line under the heading "Expenses Paid During Period" to estimate the expenses you paid on your account during this period.

Hypothetical Example for Comparison Purposes

The information on the second line of the table (Hypothetical) is based on hypothetical account values and expenses derived from the fund's actual expense ratio and an assumed 5% per year rate of return before expenses (not the fund's actual return). You may compare the ongoing costs of investing in the fund with other funds by contrasting this 5% hypothetical example and the 5% hypothetical examples that appear in the shareholder reports of the other funds. The hypothetical account values and expenses may not be used to estimate the actual ending account balance or expenses you paid for the period.

FUND EXPENSE EXAMPLE (CONTINUED)

Note: T. Rowe Price charges an annual account service fee of \$20, generally for accounts with less than \$10,000. The fee is waived for any investor whose T. Rowe Price mutual fund accounts total \$50,000 or more; accounts electing to receive electronic delivery of account statements, transaction confirmations, prospectuses, and shareholder reports; or accounts of an investor who is a T. Rowe Price Personal Services or Enhanced Personal Services client (enrollment in these programs generally requires T. Rowe Price assets of at least \$250,000). This fee is not included in the accompanying table. If you are subject to the fee, keep it in mind when you are estimating the ongoing expenses of investing in the fund and when comparing the expenses of this fund with other funds.

You should also be aware that the expenses shown in the table highlight only your ongoing costs and do not reflect any transaction costs, such as redemption fees or sales loads. Therefore, the second line of the table is useful in comparing ongoing costs only and will not help you determine the relative total costs of owning different funds. To the extent a fund charges transaction costs, however, the total cost of owning that fund is higher.

INTEGRATED U.S. SMALL-MID CAP CORE EQUITY FUND

	Beginning Account Value 7/1/23	Ending Account Value 12/31/23	Expenses Paid During Period* 7/1/23 to 12/31/23
Investor Class			
Actual	\$1,000.00	\$1,099.60	\$4.60
Hypothetical (assumes 5% return before expenses)	1,000.00	1,020.82	4.43
Advisor Class			
Actual	1,000.00	1,098.00	6.03
Hypothetical (assumes 5% return before expenses)	1,000.00	1,019.46	5.80
I Class			
Actual	1,000.00	1,100.50	3.65
Hypothetical (assumes 5% return before expenses)	1,000.00	1,021.73	3.52

* Expenses are equal to the fund's annualized expense ratio for the 6-month period, multiplied by the average account value over the period, multiplied by the number of days in the most recent fiscal half year (184), and divided by the days in the year (365) to reflect the half-year period. The annualized expense ratio of the Investor Class was 0.87%, the Advisor Class was 1.14%, and the I Class was 0.69%.

FINANCIAL HIGHLIGHTS

For a share outstanding throughout each period

Investor Class

	Year Ended				
	12/31/23	12/31/22	12/31/21	12/31/20	12/31/19
NET ASSET VALUE					
Beginning of period	\$ 17.56	\$ 21.39	\$ 17.81	\$ 16.08	\$ 12.50
Investment activities					
Net investment income ⁽¹⁾⁽²⁾	0.13	0.11	0.02	0.13	0.07
Net realized and unrealized gain/loss	3.64	(2.87)	3.86	1.75	3.70
Total from investment activities	3.77	(2.76)	3.88	1.88	3.77
Distributions					
Net investment income	(0.11)	(0.09)	(0.06)	(0.06)	(0.07)
Net realized gain	(0.59)	(0.98)	(0.24)	(0.09)	(0.12)
Total distributions	(0.70)	(1.07)	(0.30)	(0.15)	(0.19)
NET ASSET VALUE					
End of period	\$ 20.63	\$ 17.56	\$ 21.39	\$ 17.81	\$ 16.08

Ratios/Supplemental Data

Total return⁽²⁾⁽³⁾	21.61%	(13.10)%	21.86%	11.69%	30.19%
Ratios to average net assets: ⁽²⁾					
Gross expenses before waivers/ payments by Price Associates	0.96%	1.02%	0.98%	1.07%	1.10%
Net expenses after waivers/ payments by Price Associates	0.87%	0.87%	0.87%	0.87%	0.87%
Net investment income	0.68%	0.57%	0.11%	0.85%	0.45%
Portfolio turnover rate	57.1%	50.2%	14.5%	31.1%	37.4%
Net assets, end of period (in thousands)	\$178,603	\$125,701	\$177,412	\$107,343	\$104,247

⁽¹⁾ Per share amounts calculated using average shares outstanding method.⁽²⁾ See Note 6 for details of expense-related arrangements with Price Associates.⁽³⁾ Total return reflects the rate that an investor would have earned on an investment in the fund during each period, assuming reinvestment of all distributions, and payment of no redemption or account fees, if applicable.

The accompanying notes are an integral part of these financial statements.

FINANCIAL HIGHLIGHTS

For a share outstanding throughout each period

Advisor Class

	Year Ended				
	12/31/23	12/31/22	12/31/21	12/31/20	12/31/19
NET ASSET VALUE					
Beginning of period	\$ 17.52	\$ 21.38	\$ 17.79	\$ 16.06	\$ 12.49
Investment activities					
Net investment income (loss) ⁽¹⁾⁽²⁾	0.07	0.06	(0.03)	0.07	0.03
Net realized and unrealized gain/loss	3.65	(2.89)	3.86	1.76	3.69
Total from investment activities	3.72	(2.83)	3.83	1.83	3.72
Distributions					
Net investment income	—	(0.05)	—	(0.01)	(0.03)
Net realized gain	(0.59)	(0.98)	(0.24)	(0.09)	(0.12)
Total distributions	(0.59)	(1.03)	(0.24)	(0.10)	(0.15)
NET ASSET VALUE					
End of period	\$ 20.65	\$ 17.52	\$ 21.38	\$ 17.79	\$ 16.06

Ratios/Supplemental Data

Total return⁽²⁾⁽³⁾	21.33%	(13.40)%	21.59%	11.38%	29.81%
Ratios to average net assets: ⁽²⁾					
Gross expenses before waivers/ payments by Price Associates	1.28%	1.36%	1.49%	1.58%	1.72%
Net expenses after waivers/ payments by Price Associates	1.14%	1.14%	1.14%	1.14%	1.14%
Net investment income (loss)	0.39%	0.31%	(0.14)%	0.45%	0.18%
Portfolio turnover rate	57.1%	50.2%	14.5%	31.1%	37.4%
Net assets, end of period (in thousands)	\$374	\$355	\$496	\$689	\$965

⁽¹⁾ Per share amounts calculated using average shares outstanding method.⁽²⁾ See Note 6 for details of expense-related arrangements with Price Associates.⁽³⁾ Total return reflects the rate that an investor would have earned on an investment in the fund during each period, assuming reinvestment of all distributions, and payment of no redemption or account fees, if applicable.

The accompanying notes are an integral part of these financial statements.

FINANCIAL HIGHLIGHTS

For a share outstanding throughout each period

I Class

	Year Ended				
	12/31/23	12/31/22	12/31/21	12/31/20	12/31/19
NET ASSET VALUE					
Beginning of period	\$ 17.60	\$ 21.47	\$ 17.87	\$ 16.10	\$ 12.50
Investment activities					
Net investment income ⁽¹⁾⁽²⁾	0.17	0.15	0.07	0.18	0.10
Net realized and unrealized gain/loss	3.66	(2.90)	3.87	1.74	3.70
Total from investment activities	3.83	(2.75)	3.94	1.92	3.80
Distributions					
Net investment income	(0.15)	(0.14)	(0.10)	(0.06)	(0.08)
Net realized gain	(0.59)	(0.98)	(0.24)	(0.09)	(0.12)
Total distributions	(0.74)	(1.12)	(0.34)	(0.15)	(0.20)
NET ASSET VALUE					
End of period	\$ 20.69	\$ 17.60	\$ 21.47	\$ 17.87	\$ 16.10

Ratios/Supplemental Data

Total return⁽²⁾⁽³⁾	21.87%	(12.99)%	22.14%	11.92%	30.43%
Ratios to average net assets: ⁽²⁾					
Gross expenses before waivers/ payments by Price Associates	0.74%	0.77%	0.80%	0.89%	0.94%
Net expenses after waivers/ payments by Price Associates	0.69%	0.68%	0.68%	0.68%	0.69%
Net investment income	0.87%	0.82%	0.34%	1.23%	0.67%
Portfolio turnover rate	57.1%	50.2%	14.5%	31.1%	37.4%
Net assets, end of period (in thousands)	\$277,599	\$185,340	\$74,737	\$39,674	\$10,470

⁽¹⁾ Per share amounts calculated using average shares outstanding method.⁽²⁾ See Note 6 for details of expense-related arrangements with Price Associates.⁽³⁾ Total return reflects the rate that an investor would have earned on an investment in the fund during each period, assuming reinvestment of all distributions, and payment of no redemption or account fees, if applicable.

The accompanying notes are an integral part of these financial statements.

T. ROWE PRICE INTEGRATED U.S. SMALL-MID CAP CORE EQUITY FUND

December 31, 2023

PORTFOLIO OF INVESTMENTS†
Shares
\$ Value

(Cost and value in \$000s)

COMMON STOCKS 99.3%
COMMUNICATION SERVICES 2.3%
Diversified Telecommunication Services 0.0%

GCI Liberty, Class A, EC (1)(2)	7,281	—
		—

Entertainment 0.2%

Playtika Holding (1)	96,411	841
		841

Interactive Media & Services 0.4%

Match Group (1)	54,720	1,997
		1,997

Media 1.7%

Interpublic Group	25,867	844
News, Class A	103,853	2,550
Nexstar Media Group	12,365	1,938
Sinclair (3)	45,305	591
Stagwell (1)	286,169	1,897
		7,820
Total Communication Services		10,658

CONSUMER DISCRETIONARY 10.8%
Automobile Components 1.2%

Autoliv	15,840	1,745
BorgWarner	21,895	785
Magna International (3)	22,751	1,344
Patrick Industries	18,216	1,828
		5,702

Distributors 0.2%

LKQ	18,493	884
		884

Diversified Consumer Services 0.7%

Strategic Education	4,870	450
Stride (1)	44,242	2,627
		3,077

Hotels, Restaurants & Leisure 3.5%

Accel Entertainment (1)	87,500	899
Arcos Dorados Holdings, Class A	170,530	2,164
Bloomin' Brands	67,388	1,897
Boyd Gaming	30,875	1,933
Dine Brands Global	14,690	729
Domino's Pizza	2,651	1,093
DraftKings, Class A (1)	24,218	854

	Shares	\$ Value
(Cost and value in \$000s)		
Everi Holdings (1)	48,526	547
Hilton Grand Vacations (1)	20,528	825
Marriott Vacations Worldwide	7,672	651
Travel + Leisure	42,911	1,677
Wendys	65,342	1,273
Wynn Resorts	15,766	1,436
		15,978
Household Durables 1.1%		
La-Z-Boy	18,090	668
PulteGroup	32,715	3,377
TopBuild (1)	2,663	996
		5,041
Specialty Retail 2.8%		
Academy Sports & Outdoors	34,321	2,265
Bath & Body Works	71,288	3,077
Build-A-Bear Workshop	51,073	1,174
Burlington Stores (1)	7,857	1,528
Murphy USA	4,640	1,655
Signet Jewelers	8,176	877
Upbound Group	20,920	711
Williams-Sonoma	7,435	1,500
		12,787
Textiles, Apparel & Luxury Goods 1.3%		
Carter's	9,020	675
Deckers Outdoor (1)	3,685	2,463
PVH	13,278	1,622
Steven Madden	24,884	1,045
		5,805
Total Consumer Discretionary		49,274
CONSUMER STAPLES 2.7%		
Beverages 0.7%		
Coca-Cola Consolidated	3,533	3,280
		3,280
Consumer Staples Distribution & Retail 1.1%		
Andersons	15,010	864
BJ's Wholesale Club Holdings (1)	25,390	1,693
Sprouts Farmers Market (1)	17,529	843
U.S. Foods Holding (1)	35,818	1,626
		5,026
Food Products 0.6%		
Darling Ingredients (1)	30,057	1,498

	Shares	\$ Value
(Cost and value in \$000s)		
Dole	115,342	1,418
		2,916
Household Products 0.3%		
Central Garden & Pet, Class A (1)	26,590	1,171
		1,171
Total Consumer Staples		12,393
ENERGY 4.7%		
Energy Equipment & Services 2.2%		
Expro Group Holdings (1)	89,620	1,427
Helix Energy Solutions Group (1)	117,000	1,203
Helmerich & Payne	26,020	942
Liberty Energy	113,581	2,060
Oceaneering International (1)	62,792	1,336
TechnipFMC	154,497	3,112
		10,080
Oil, Gas & Consumable Fuels 2.5%		
Chesapeake Energy	32,503	2,501
Gulfport Energy (1)	14,710	1,959
Ovintiv	23,803	1,045
PBF Energy, Class A	18,100	796
Range Resources	82,517	2,512
Southwestern Energy (1)	156,042	1,022
World Kinect	73,084	1,665
		11,500
Total Energy		21,580
FINANCIALS 16.7%		
Banks 6.9%		
Associated Banc-Corp	77,215	1,652
East West Bancorp	52,092	3,748
First BanCorp Puerto Rico	89,913	1,479
First Citizens BancShares, Class A	1,730	2,455
Hancock Whitney	46,112	2,241
Hanmi Financial	36,080	700
Heartland Financial USA	29,385	1,105
Hope Bancorp	80,720	975
Huntington Bancshares	183,753	2,337
Independent Bank	47,266	1,230
OceanFirst Financial	45,326	787
Popular	45,447	3,730
Preferred Bank	16,364	1,195
Synovus Financial	46,734	1,760
Webster Financial	34,990	1,776
Western Alliance Bancorp	40,527	2,666

	Shares	\$ Value
(Cost and value in \$000s)		
Zions Bancorp	38,843	1,704
		31,540
Capital Markets 1.3%		
Affiliated Managers Group	7,010	1,062
Jefferies Financial Group	36,053	1,457
LPL Financial Holdings	12,184	2,773
Virtus Investment Partners	3,024	731
		6,023
Consumer Finance 1.5%		
OneMain Holdings	77,276	3,802
PROG Holdings (1)	27,128	839
SLM	107,740	2,060
		6,701
Financial Services 4.5%		
Banco Latinoamericano de Comercio Exterior, Class E	37,390	925
Cass Information Systems	10,010	451
Corebridge Financial	147,040	3,185
Equitable Holdings	45,929	1,530
Essent Group	42,909	2,263
Euronet Worldwide (1)	13,667	1,387
EVERTEC	30,000	1,228
Federal Agricultural Mortgage, Class C	5,935	1,135
FleetCor Technologies (1)	13,051	3,688
International Money Express (1)	41,650	920
Payoneer Global (1)	132,021	688
Radian Group	18,432	526
Voya Financial	36,762	2,682
		20,608
Insurance 2.5%		
Everest Group	8,056	2,848
Old Republic International	63,275	1,860
Primerica	6,340	1,305
Reinsurance Group of America	12,869	2,082
RenaissanceRe Holdings	15,856	3,108
		11,203
Total Financials		76,075
HEALTH CARE 13.2%		
Biotechnology 4.7%		
ACADIA Pharmaceuticals (1)	25,093	786
Akero Therapeutics (1)	19,731	461
Alkermes (1)	29,049	806
Allakos (1)(3)	50,488	138
Biohaven (1)	30,788	1,318

	Shares	\$ Value
(Cost and value in \$000s)		
Blueprint Medicines (1)	19,511	1,800
Crinetics Pharmaceuticals (1)	19,930	709
Cymbay Therapeutics (1)	49,233	1,163
Day One Biopharmaceuticals (1)	17,215	251
Ideaya Biosciences (1)	19,780	704
IGM Biosciences (1)(3)	8,363	69
Immuneering, Class A (1)(3)	38,116	280
Insmmed (1)	47,135	1,461
Intellia Therapeutics (1)	16,568	505
Ionis Pharmaceuticals (1)(3)	23,535	1,191
Kymera Therapeutics (1)(3)	33,420	851
Morphic Holding (1)	5,769	167
Natera (1)	13,656	855
Neurocrine Biosciences (1)	11,671	1,538
Prothena (1)	18,314	665
RAPT Therapeutics (1)	17,073	424
Relay Therapeutics (1)	21,768	240
Replimune Group (1)	29,911	252
REVOLUTION Medicines (1)	27,683	794
Sage Therapeutics (1)	20,280	439
Sarepta Therapeutics (1)	6,110	589
Scholar Rock, Warrants, 12/31/25, Acquisition Date: 6/17/22, Cost \$— (1)(4)	2,403	31
Scholar Rock Holding (1)(3)	34,766	654
Ultragenyx Pharmaceutical (1)	16,213	775
Vaxcyte (1)	12,786	803
Xencor (1)	17,049	362
Zentalis Pharmaceuticals (1)	13,824	209
		21,290
Health Care Equipment & Supplies 2.8%		
Cooper	2,695	1,020
DENTSPLY SIRONA	71,590	2,548
Haemonetics (1)	12,078	1,033
Hologic (1)	28,107	2,008
Inmode (1)	28,674	638
Lantheus Holdings (1)	5,915	367
Merit Medical Systems (1)	22,792	1,731
STERIS	6,902	1,517
Teleflex	7,318	1,825
		12,687
Health Care Providers & Services 3.0%		
AMN Healthcare Services (1)	11,638	871
DaVita (1)	9,346	979
Encompass Health	25,010	1,669
Molina Healthcare (1)	7,311	2,642

	Shares	\$ Value
(Cost and value in \$000s)		
Select Medical Holdings	134,599	3,163
Tenet Healthcare (1)	38,965	2,945
Universal Health Services, Class B	9,358	1,426
		13,695
Life Sciences Tools & Services 1.0%		
Avantor (1)	86,987	1,986
Medpace Holdings (1)	7,984	2,447
		4,433
Pharmaceuticals 1.7%		
Catalent (1)	33,374	1,499
Elanco Animal Health (1)	60,264	898
Intra-Cellular Therapies (1)	8,235	590
Perrigo	26,451	851
Pliant Therapeutics (1)(3)	15,570	282
Prestige Consumer Healthcare (1)	21,611	1,323
Structure Therapeutics, ADR (1)	11,741	479
Ventyx Biosciences (1)	25,337	63
Viatis	160,589	1,739
		7,724
Total Health Care		59,829
INDUSTRIALS & BUSINESS SERVICES 20.4%		
Aerospace & Defense 2.7%		
Curtiss-Wright	8,141	1,814
Howmet Aerospace	47,312	2,560
Huntington Ingalls Industries	13,491	3,503
Textron	47,795	3,844
V2X (1)	9,809	455
		12,176
Building Products 2.2%		
Builders FirstSource (1)	18,053	3,014
Carlisle	6,841	2,137
Masco	18,673	1,251
Owens Corning	11,669	1,730
UFP Industries	15,277	1,918
		10,050
Commercial Services & Supplies 1.7%		
Brink's	28,524	2,509
Clean Harbors (1)	12,055	2,104
CoreCivic (1)	101,460	1,474
GEO Group (1)(3)	141,057	1,527
		7,614
Construction & Engineering 3.3%		
AECOM	14,871	1,374

	Shares	\$ Value
(Cost and value in \$000s)		
API Group (1)	89,210	3,087
Comfort Systems USA	15,934	3,277
EMCOR Group	9,767	2,104
Primoris Services	32,087	1,066
Sterling Infrastructure (1)	15,290	1,344
WillScot Mobile Mini Holdings (1)	62,352	2,775
		15,027
Electrical Equipment 1.5%		
Acuity Brands	5,739	1,175
Atkore (1)	10,793	1,727
EnerSys	15,810	1,596
Hubbell	6,900	2,270
		6,768
Ground Transportation 0.8%		
Landstar System	7,275	1,409
Saia (1)	3,490	1,529
TFI International (3)	6,177	840
		3,778
Machinery 4.4%		
Alamo Group	9,099	1,912
Blue Bird (1)	60,067	1,619
Enerpac Tool Group	13,019	405
Enpro	6,186	970
Esab	34,433	2,983
Hillenbrand	44,217	2,116
Lincoln Electric Holdings	6,797	1,478
Mueller Industries	26,560	1,252
Mueller Water Products, Class A	134,192	1,932
Stanley Black & Decker	22,948	2,251
Terex	24,794	1,425
Timken	24,565	1,969
		20,312
Professional Services 2.4%		
ASGN (1)	11,984	1,152
Kforce	8,635	583
Korn Ferry	19,421	1,153
Leidos Holdings	24,482	2,650
ManpowerGroup	11,174	888
SS&C Technologies Holdings	46,277	2,828
TriNet Group (1)	4,797	571
Verra Mobility (1)	44,431	1,023
		10,848

	Shares	\$ Value
(Cost and value in \$000s)		
Trading Companies & Distributors 1.4%		
Core & Main, Class A (1)	61,852	2,499
Hudson Technologies (1)	58,269	786
Karat Packaging	29,580	735
SiteOne Landscape Supply (1)	14,060	2,285
		6,305
Total Industrials & Business Services		92,878
INFORMATION TECHNOLOGY 16.0%		
Electronic Equipment, Instruments & Components 2.4%		
Belden	42,554	3,287
CTS	37,262	1,630
Flex (1)	57,818	1,761
Jabil	27,262	3,473
OSI Systems (1)	7,553	975
		11,126
IT Services 1.4%		
Akamai Technologies (1)	13,349	1,580
Amdocs	18,288	1,607
GoDaddy, Class A (1)	29,993	3,184
		6,371
Semiconductors & Semiconductor Equipment 2.8%		
Amkor Technology	31,632	1,052
Axcelis Technologies (1)	9,288	1,205
Cirrus Logic (1)	9,223	767
Diodes (1)	19,753	1,590
Kulicke & Soffa Industries	13,518	740
MKS Instruments	30,150	3,102
Photronics (1)	85,376	2,678
Skyworks Solutions	8,520	958
SMART Global Holdings (1)	43,069	815
		12,907
Software 9.1%		
A10 Networks	103,336	1,361
ACI Worldwide (1)	18,863	577
Box, Class A (1)	38,247	979
Confluent, Class A (1)	35,085	821
Descartes Systems Group (1)	29,279	2,461
DocuSign (1)	41,153	2,447
Dolby Laboratories, Class A	15,017	1,294
Dropbox, Class A (1)	55,987	1,650
Dynatrace (1)	61,567	3,367
Fair Isaac (1)	317	369
Gen Digital	151,309	3,453

	Shares	\$ Value
(Cost and value in \$000s)		
Informatica, Class A (1)	61,177	1,737
Klaviyo, Class A (1)	4,658	129
Monday.com (1)	6,180	1,161
NCR Voyix (1)	35,358	598
Nutanix, Class A (1)	59,700	2,847
Open Text (3)	28,529	1,199
PTC (1)	23,743	4,154
Qualys (1)	16,281	3,196
Samsara, Class A (1)	29,350	980
Sapiens International	42,260	1,223
Teradata (1)	32,810	1,428
Tyler Technologies (1)	3,950	1,652
Verint Systems (1)	20,808	562
Zscaler (1)	9,047	2,004
		41,649
Technology Hardware, Storage & Peripherals 0.3%		
Super Micro Computer (1)	4,070	1,157
		1,157
Total Information Technology		73,210
MATERIALS 5.6%		
Chemicals 1.8%		
CF Industries Holdings	37,764	3,002
RPM International	32,090	3,582
Westlake	12,622	1,767
		8,351
Containers & Packaging 0.9%		
Berry Global Group	18,727	1,262
Graphic Packaging Holding	55,019	1,356
International Paper	43,900	1,587
		4,205
Metals & Mining 2.1%		
Champion Iron (CAD)	281,610	1,585
Hudbay Minerals (3)	383,770	2,118
Reliance Steel & Aluminum	12,323	3,447
Steel Dynamics	21,710	2,564
		9,714
Paper & Forest Products 0.8%		
Clearwater Paper (1)	27,981	1,011
West Fraser Timber (3)	28,453	2,435
		3,446
Total Materials		25,716

	Shares	\$ Value
(Cost and value in \$000s)		
REAL ESTATE 4.7%		
Diversified Real Estate Investment Trusts 0.2%		
Armada Hoffer Properties, REIT	67,560	836
		836
Health Care Real Estate Investment Trusts 0.1%		
Medical Properties Trust, REIT (3)	73,792	362
		362
Hotel & Resort Real Estate Investment Trusts 0.7%		
Braemar Hotels & Resorts, REIT	128,322	321
DiamondRock Hospitality, REIT	136,500	1,282
Host Hotels & Resorts, REIT	88,561	1,724
		3,327
Industrial Real Estate Investment Trusts 0.7%		
Rexford Industrial Realty, REIT	58,650	3,290
		3,290
Office Real Estate Investment Trusts 0.2%		
Kilroy Realty, REIT	18,790	749
		749
Residential Real Estate Investment Trusts 0.4%		
Essex Property Trust, REIT	7,220	1,790
		1,790
Retail Real Estate Investment Trusts 0.6%		
Brixmor Property Group, REIT	96,974	2,257
Saul Centers, REIT	13,774	541
		2,798
Specialized Real Estate Investment Trusts 1.8%		
CubeSmart, REIT	41,180	1,909
Iron Mountain, REIT	35,538	2,487
Lamar Advertising, Class A, REIT	36,944	3,926
		8,322
Total Real Estate		21,474
UTILITIES 2.2%		
Electric Utilities 0.9%		
ALLETE	42,010	2,569
Evergy	30,034	1,568
		4,137
Independent Power & Renewable Electricity Producer 0.5%		
Vistra	58,550	2,255
		2,255

	Shares	\$ Value
(Cost and value in \$000s)		
Independent Power & Renewable Electricity Producers 0.1%		
Clearway Energy, Class C	20,717	568
		568
Multi-Utilities 0.7%		
NiSource	125,150	3,323
		3,323
Total Utilities		10,283
Total Common Stocks (Cost \$379,596)		453,370
SHORT-TERM INVESTMENTS 0.0%		
Money Market Funds 0.0%		
T. Rowe Price Government Reserve Fund, 5.42% (5)(6)	13,395	13
Total Short-Term Investments (Cost \$13)		13
SECURITIES LENDING COLLATERAL 1.9%		
INVESTMENTS IN A POOLED ACCOUNT THROUGH SECURITIES LENDING PROGRAM WITH STATE STREET BANK AND TRUST COMPANY 1.9%		
Money Market Funds 1.9%		
T. Rowe Price Government Reserve Fund, 5.42% (5)(6)	8,611,721	8,612
Total Investments in a Pooled Account through Securities Lending Program with State Street Bank and Trust Company		8,612
Total Securities Lending Collateral (Cost \$8,612)		8,612
Total Investments in Securities 101.2% of Net Assets (Cost \$388,221)		\$ 461,995

‡ Shares are denominated in U.S. dollars unless otherwise noted.

- (1) Non-income producing
- (2) See Note 2. Level 3 in fair value hierarchy.
- (3) See Note 3. All or a portion of this security is on loan at December 31, 2023.
- (4) Security cannot be offered for public resale without first being registered under the Securities Act of 1933 and related rules ("restricted security"). Acquisition date represents the day on which an enforceable right to acquire such security is obtained and is presented along with related cost in the security description. The fund may have registration rights for certain restricted securities. Any costs related to such registration are generally borne by the issuer. The aggregate value of restricted securities (excluding 144A holdings) at period end amounts to \$31 and represents 0.0% of net assets.
- (5) Seven-day yield

(6) Affiliated Companies

ADR American Depositary Receipts

CAD Canadian Dollar

EC Escrow CUSIP; represents a beneficial interest in a residual pool of assets; the amount and timing of future distributions, if any, is uncertain; when presented, interest rate and maturity date are those of the original security.

REIT A domestic Real Estate Investment Trust whose distributions pass-through with original tax character to the shareholder

AFFILIATED COMPANIES

(\$000s)

The fund may invest in certain securities that are considered affiliated companies. As defined by the 1940 Act, an affiliated company is one in which the fund owns 5% or more of the outstanding voting securities, or a company that is under common ownership or control. The following securities were considered affiliated companies for all or some portion of the year ended December 31, 2023. Net realized gain (loss), investment income, change in net unrealized gain/loss, and purchase and sales cost reflect all activity for the period then ended.

Affiliate	Change in Net		
	Net Realized Gain (Loss)	Unrealized Gain/Loss	Investment Income
T. Rowe Price Government Reserve Fund, 5.42%	\$ —	\$ —	\$ 161 ⁺⁺
Totals	\$ — [#]	\$ —	\$ 161 ⁺

Supplementary Investment Schedule

Affiliate	Value 12/31/22	Purchase Cost	Sales Cost	Value 12/31/23
T. Rowe Price Government Reserve Fund, 5.42%	\$ 5,009	□	□	\$ 8,625
Total			\$	8,625 [^]

- # Capital gain distributions from underlying Price funds represented \$0 of the net realized gain (loss).
- ++ Excludes earnings on securities lending collateral, which are subject to rebates and fees as described in Note 3.
- + Investment income comprised \$161 of dividend income and \$0 of interest income.
- Purchase and sale information not shown for cash management funds.
- ^ The cost basis of investments in affiliated companies was \$8,625.

December 31, 2023

STATEMENT OF ASSETS AND LIABILITIES

(\$000s, except shares and per share amounts)

Assets

Investments in securities, at value (cost \$388,221)	\$	461,995
Receivable for investment securities sold		2,427
Receivable for shares sold		1,309
Dividends receivable		364
Other assets		99
Total assets		<u>466,194</u>

Liabilities

Obligation to return securities lending collateral		8,612
Payable for shares redeemed		346
Investment management fees payable		237
Payable for investment securities purchased		232
Due to affiliates		17
Other liabilities		174
Total liabilities		<u>9,618</u>

NET ASSETS**\$ 456,576**

December 31, 2023

STATEMENT OF ASSETS AND LIABILITIES

(\$000s, except shares and per share amounts)

Net Assets Consist of:

Total distributable earnings (loss)	\$ 73,762
Paid-in capital applicable to 22,094,112 shares of \$0.0001 par value capital stock outstanding; 1,000,000,000 shares authorized	382,814

NET ASSETS**\$ 456,576****NET ASSET VALUE PER SHARE****Investor Class****(Net assets: \$178,603; Shares outstanding: 8,658,777) \$ 20.63****Advisor Class****(Net assets: \$374; Shares outstanding: 18,127) \$ 20.65****I Class****(Net assets: \$277,599; Shares outstanding: 13,417,208) \$ 20.69**

The accompanying notes are an integral part of these financial statements.

STATEMENT OF OPERATIONS

(\$000s)

		Year Ended 12/31/23
Investment Income (Loss)		
Income		
Dividend (net of foreign taxes of \$27)	\$	5,669
Securities lending		16
Total income		5,685
Expenses		
Investment management		2,324
Shareholder servicing		
Investor Class	\$ 312	
Advisor Class	1	
I Class	32	345
Rule 12b-1 fees		
Advisor Class		1
Prospectus and shareholder reports		
Investor Class	26	
I Class	13	39
Custody and accounting		190
Registration		66
Legal and audit		31
Proxy and annual meeting		15
Directors		1
Miscellaneous		17
Waived / paid by Price Associates		(253)
Total expenses		2,776
Net investment income		2,909

STATEMENT OF OPERATIONS

(\$000s)

	Year Ended 12/31/23
Realized and Unrealized Gain / Loss	
Net realized gain (loss)	
Securities	13,043
Foreign currency transactions	1
Net realized gain	13,044
Change in net unrealized gain / loss on securities	61,058
Net realized and unrealized gain / loss	74,102
INCREASE IN NET ASSETS FROM OPERATIONS	\$ 77,011

The accompanying notes are an integral part of these financial statements.

STATEMENT OF CHANGES IN NET ASSETS

(\$000s)

	Year Ended 12/31/23	12/31/22
Increase (Decrease) in Net Assets		
Operations		
Net investment income	\$ 2,909	\$ 2,066
Net realized gain	13,044	13,794
Change in net unrealized gain / loss	61,058	(52,606)
Increase (decrease) in net assets from operations	77,011	(36,746)
Distributions to shareholders		
Net earnings		
Investor Class	(5,711)	(7,178)
Advisor Class	(11)	(20)
I Class	(9,515)	(11,276)
Decrease in net assets from distributions	(15,237)	(18,474)
Capital share transactions*		
Shares sold		
Investor Class	64,113	53,937
Advisor Class	164	72
I Class	107,796	159,353
Distributions reinvested		
Investor Class	5,402	7,005
Advisor Class	11	11
I Class	9,386	11,188
Shares redeemed		
Investor Class	(39,929)	(83,442)
Advisor Class	(217)	(142)
I Class	(63,320)	(34,011)
Increase in net assets from capital share transactions	83,406	113,971

STATEMENT OF CHANGES IN NET ASSETS

(\$000s)

	Year Ended 12/31/23	12/31/22
Net Assets		
Increase during period	145,180	58,751
Beginning of period	311,396	252,645
End of period	\$ 456,576	\$ 311,396
*Share information (000s)		
Shares sold		
Investor Class	3,351	2,846
Advisor Class	9	4
I Class	5,692	8,239
Distributions reinvested		
Investor Class	271	385
Advisor Class	1	1
I Class	469	614
Shares redeemed		
Investor Class	(2,123)	(4,364)
Advisor Class	(12)	(8)
I Class	(3,275)	(1,804)
Increase in shares outstanding	4,383	5,913

The accompanying notes are an integral part of these financial statements.

NOTES TO FINANCIAL STATEMENTS

T. Rowe Price Integrated Equity Funds, Inc. (the corporation), formerly the Quantitative Management Funds, Inc., is registered under the Investment Company Act of 1940 (the 1940 Act). The Integrated U.S. Small-Mid Cap Core Equity Fund (the fund), formerly the T. Rowe Price QM U.S. Small & Mid-Cap Core Equity Fund, is a diversified, open-end management investment company established by the corporation. The fund seeks long-term growth of capital. The fund has three classes of shares: the Integrated U.S. Small-Mid Cap Core Equity Fund (Investor Class), the Integrated U.S. Small-Mid Cap Core Equity Fund–Advisor Class (Advisor Class) and the Integrated U.S. Small-Mid Cap Core Equity Fund–I Class (I Class). Advisor Class shares are sold only through various brokers and other financial intermediaries. I Class shares require a \$500,000 initial investment minimum, although the minimum generally is waived or reduced for financial intermediaries, eligible retirement plans, and certain other accounts. The Advisor Class operates under a Board-approved Rule 12b-1 plan pursuant to which the class compensates financial intermediaries for distribution, shareholder servicing, and/or certain administrative services; the Investor and I Classes do not pay Rule 12b-1 fees. Each class has exclusive voting rights on matters related solely to that class; separate voting rights on matters that relate to all classes; and, in all other respects, the same rights and obligations as the other classes.

NOTE 1 - SIGNIFICANT ACCOUNTING POLICIES

Basis of Preparation The fund is an investment company and follows accounting and reporting guidance in the Financial Accounting Standards Board (FASB) *Accounting Standards Codification* Topic 946 (ASC 946). The accompanying financial statements were prepared in accordance with accounting principles generally accepted in the United States of America (GAAP), including, but not limited to, ASC 946. GAAP requires the use of estimates made by management. Management believes that estimates and valuations are appropriate; however, actual results may differ from those estimates, and the valuations reflected in the accompanying financial statements may differ from the value ultimately realized upon sale or maturity.

Investment Transactions, Investment Income, and Distributions Investment transactions are accounted for on the trade date basis. Income and expenses are recorded on the accrual basis. Realized gains and losses are reported on the identified cost basis. Income tax-related interest and penalties, if incurred, are recorded as income tax expense. Dividends received from other investment companies are reflected as income; capital gain distributions are reflected as realized gain/loss. Dividend income and capital gain distributions are recorded on the ex-dividend date. Distributions from

REITs are initially recorded as dividend income and, to the extent such represent a return of capital or capital gain for tax purposes, are reclassified when such information becomes available. Non-cash dividends, if any, are recorded at the fair market value of the asset received. Proceeds from litigation payments, if any, are included in either net realized gain (loss) or change in net unrealized gain/loss from securities. Distributions to shareholders are recorded on the ex-dividend date. Income distributions, if any, are declared and paid by each class annually. A capital gain distribution, if any, may also be declared and paid by the fund annually.

Currency Translation Assets, including investments, and liabilities denominated in foreign currencies are translated into U.S. dollar values each day at the prevailing exchange rate, using the mean of the bid and asked prices of such currencies against U.S. dollars as provided by an outside pricing service. Purchases and sales of securities, income, and expenses are translated into U.S. dollars at the prevailing exchange rate on the respective date of such transaction. The effect of changes in foreign currency exchange rates on realized and unrealized security gains and losses is not bifurcated from the portion attributable to changes in market prices.

Class Accounting Shareholder servicing, prospectus, and shareholder report expenses incurred by each class are charged directly to the class to which they relate. Expenses common to all classes, investment income, and realized and unrealized gains and losses are allocated to the classes based upon the relative daily net assets of each class. The Advisor Class pays Rule 12b-1 fees, in an amount not exceeding 0.25% of the class's average daily net assets.

Capital Transactions Each investor's interest in the net assets of the fund is represented by fund shares. The fund's net asset value (NAV) per share is computed at the close of the New York Stock Exchange (NYSE), normally 4 p.m. ET, each day the NYSE is open for business. However, the NAV per share may be calculated at a time other than the normal close of the NYSE if trading on the NYSE is restricted, if the NYSE closes earlier, or as may be permitted by the SEC. Purchases and redemptions of fund shares are transacted at the next-computed NAV per share, after receipt of the transaction order by T. Rowe Price Associates, Inc., or its agents.

New Accounting Guidance In June 2022, the FASB issued Accounting Standards Update (ASU), ASU 2022-03, Fair Value Measurement (Topic 820) – Fair Value Measurement of Equity Securities Subject to Contractual Sale Restrictions, which clarifies that a contractual restriction on the sale of an equity security is not considered part of the unit of account of the equity security and, therefore, is not considered in measuring fair value. The amendments under this ASU are effective for fiscal

years beginning after December 15, 2023; however, the fund opted to early adopt, as permitted, effective December 1, 2022. Adoption of the guidance did not have a material impact on the fund's financial statements.

Indemnification In the normal course of business, the fund may provide indemnification in connection with its officers and directors, service providers, and/or private company investments. The fund's maximum exposure under these arrangements is unknown; however, the risk of material loss is currently considered to be remote.

NOTE 2 - VALUATION

Fair Value The fund's financial instruments are valued at the close of the NYSE and are reported at fair value, which GAAP defines as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fund's Board of Directors (the Board) has designated T. Rowe Price Associates, Inc. as the fund's valuation designee (Valuation Designee). Subject to oversight by the Board, the Valuation Designee performs the following functions in performing fair value determinations: assesses and manages valuation risks; establishes and applies fair value methodologies; tests fair value methodologies; and evaluates pricing vendors and pricing agents. The duties and responsibilities of the Valuation Designee are performed by its Valuation Committee. The Valuation Designee provides periodic reporting to the Board on valuation matters.

Various valuation techniques and inputs are used to determine the fair value of financial instruments. GAAP establishes the following fair value hierarchy that categorizes the inputs used to measure fair value:

- Level 1 – quoted prices (unadjusted) in active markets for identical financial instruments that the fund can access at the reporting date
- Level 2 – inputs other than Level 1 quoted prices that are observable, either directly or indirectly (including, but not limited to, quoted prices for similar financial instruments in active markets, quoted prices for identical or similar financial instruments in inactive markets, interest rates and yield curves, implied volatilities, and credit spreads)
- Level 3 – unobservable inputs (including the Valuation Designee's assumptions in determining fair value)

Observable inputs are developed using market data, such as publicly available information about actual events or transactions, and reflect the assumptions that market participants would use to price the financial instrument. Unobservable inputs are those

for which market data are not available and are developed using the best information available about the assumptions that market participants would use to price the financial instrument. GAAP requires valuation techniques to maximize the use of relevant observable inputs and minimize the use of unobservable inputs. When multiple inputs are used to derive fair value, the financial instrument is assigned to the level within the fair value hierarchy based on the lowest-level input that is significant to the fair value of the financial instrument. Input levels are not necessarily an indication of the risk or liquidity associated with financial instruments at that level but rather the degree of judgment used in determining those values.

Valuation Techniques Equity securities, including exchange-traded funds, listed or regularly traded on a securities exchange or in the over-the-counter (OTC) market are valued at the last quoted sale price or, for certain markets, the official closing price at the time the valuations are made. OTC Bulletin Board securities are valued at the mean of the closing bid and asked prices. A security that is listed or traded on more than one exchange is valued at the quotation on the exchange determined to be the primary market for such security. Listed securities not traded on a particular day are valued at the mean of the closing bid and asked prices for domestic securities and the last quoted sale or closing price for international securities.

The last quoted prices of non-U.S. equity securities may be adjusted to reflect the fair value of such securities at the close of the NYSE, if the Valuation Designee determines that developments between the close of a foreign market and the close of the NYSE will affect the value of some or all of the fund's portfolio securities. Each business day, the Valuation Designee uses information from outside pricing services to evaluate the quoted prices of portfolio securities and, if appropriate, decide whether it is necessary to adjust quoted prices to reflect fair value by reviewing a variety of factors, including developments in foreign markets, the performance of U.S. securities markets, and the performance of instruments trading in U.S. markets that represent foreign securities and baskets of foreign securities. The Valuation Designee uses outside pricing services to provide it with quoted prices and information to evaluate or adjust those prices. The Valuation Designee cannot predict how often it will use quoted prices and how often it will determine it necessary to adjust those prices to reflect fair value.

Investments in mutual funds are valued at the mutual fund's closing NAV per share on the day of valuation. Assets and liabilities other than financial instruments, including short-term receivables and payables, are carried at cost, or estimated realizable value, if less, which approximates fair value.

Investments for which market quotations are not readily available or deemed unreliable are valued at fair value as determined in good faith by the Valuation Designee. The Valuation Designee has adopted methodologies for determining the fair value of

investments for which market quotations are not readily available or deemed unreliable, including the use of other pricing sources. Factors used in determining fair value vary by type of investment and may include market or investment specific considerations. The Valuation Designee typically will afford greatest weight to actual prices in arm's length transactions, to the extent they represent orderly transactions between market participants, transaction information can be reliably obtained, and prices are deemed representative of fair value. However, the Valuation Designee may also consider other valuation methods such as market-based valuation multiples; a discount or premium from market value of a similar, freely traded security of the same issuer; discounted cash flows; yield to maturity; or some combination. Fair value determinations are reviewed on a regular basis. Because any fair value determination involves a significant amount of judgment, there is a degree of subjectivity inherent in such pricing decisions. Fair value prices determined by the Valuation Designee could differ from those of other market participants, and it is possible that the fair value determined for a security may be materially different from the value that could be realized upon the sale of that security.

Valuation Inputs The following table summarizes the fund's financial instruments, based on the inputs used to determine their fair values on December 31, 2023 (for further detail by category, please refer to the accompanying Portfolio of Investments):

(\$000s)	Level 1	Level 2	Level 3	Total Value
Assets				
Common Stocks	\$ 451,754	\$ 1,616	\$ —	\$ 453,370
Short-Term Investments	13	—	—	13
Securities Lending Collateral	8,612	—	—	8,612
Total	\$ 460,379	\$ 1,616	\$ —	\$ 461,995

NOTE 3 - OTHER INVESTMENT TRANSACTIONS

Consistent with its investment objective, the fund engages in the following practices to manage exposure to certain risks and/or to enhance performance. The investment objective, policies, program, and risk factors of the fund are described more fully in the fund's prospectus and Statement of Additional Information.

Restricted Securities The fund invests in securities that are subject to legal or contractual restrictions on resale. Prompt sale of such securities at an acceptable price may be difficult and may involve substantial delays and additional costs.

Securities Lending The fund may lend its securities to approved borrowers to earn additional income. Its securities lending activities are administered by a lending agent in accordance with a securities lending agreement. Security loans generally do not have stated maturity dates, and the fund may recall a security at any time. The fund receives collateral in the form of cash or U.S. government securities. Collateral is maintained over the life of the loan in an amount not less than the value of loaned securities; any additional collateral required due to changes in security values is delivered to the fund the next business day. Cash collateral is invested in accordance with investment guidelines approved by fund management. Additionally, the lending agent indemnifies the fund against losses resulting from borrower default. Although risk is mitigated by the collateral and indemnification, the fund could experience a delay in recovering its securities and a possible loss of income or value if the borrower fails to return the securities, collateral investments decline in value, and the lending agent fails to perform. Securities lending revenue consists of earnings on invested collateral and borrowing fees, net of any rebates to the borrower, compensation to the lending agent, and other administrative costs. In accordance with GAAP, investments made with cash collateral are reflected in the accompanying financial statements, but collateral received in the form of securities is not. At December 31, 2023, the value of loaned securities was \$8,239,000; the value of cash collateral and related investments was \$8,612,000.

Other Purchases and sales of portfolio securities other than in-kind transactions, if any, and short-term securities aggregated \$278,702,000 and \$208,031,000, respectively, for the year ended December 31, 2023.

NOTE 4 - FEDERAL INCOME TAXES

Generally, no provision for federal income taxes is required since the fund intends to continue to qualify as a regulated investment company under Subchapter M of the Internal Revenue Code and distribute to shareholders all of its taxable income and gains. Distributions determined in accordance with federal income tax regulations may differ in amount or character from net investment income and realized gains for financial reporting purposes.

The fund files U.S. federal, state, and local tax returns as required. The fund's tax returns are subject to examination by the relevant tax authorities until expiration of the applicable statute of limitations, which is generally three years after the filing of the tax return but which can be extended to six years in certain circumstances. Tax returns for open years have incorporated no uncertain tax positions that require a provision for income taxes.

Capital accounts within the financial reporting records are adjusted for permanent book/tax differences to reflect tax character but are not adjusted for temporary differences. The permanent book/tax adjustments, if any, have no impact on results of operations or net assets.

The tax character of distributions paid for the periods presented was as follows:

(\$000s)			
		December 31, 2023	December 31, 2022
Ordinary income (including short-term capital gains, if any)	\$	2,830	\$ 2,001
Long-term capital gain		12,407	16,473
Total distributions	\$	15,237	\$ 18,474

At December 31, 2023, the tax-basis cost of investments (including derivatives, if any) and gross unrealized appreciation and depreciation were as follows:

(\$000s)			
Cost of investments		\$	389,700
Unrealized appreciation		\$	88,368
Unrealized depreciation			(16,072)
Net unrealized appreciation (depreciation)		\$	72,296

At December 31, 2023, the tax-basis components of accumulated net earnings (loss) were as follows:

(\$000s)			
Undistributed ordinary income		\$	80
Undistributed long-term capital gain			1,386
Net unrealized appreciation (depreciation)			72,296
Total distributable earnings (loss)		\$	73,762

Temporary differences between book-basis and tax-basis components of total distributable earnings (loss) arise when certain items of income, gain, or loss are recognized in different periods for financial statement purposes versus for tax purposes; these differences will reverse in a subsequent reporting period. The temporary differences relate primarily to the deferral of losses from wash sales.

NOTE 5 - FOREIGN TAXES

The fund is subject to foreign income taxes imposed by certain countries in which it invests. Additionally, capital gains realized upon disposition of securities issued in or by certain foreign countries are subject to capital gains tax imposed by those countries. All taxes are computed in accordance with the applicable foreign tax law, and, to the extent permitted, capital losses are used to offset capital gains. Taxes attributable to income are accrued by the fund as a reduction of income. Current and deferred tax expense attributable to capital gains is reflected as a component of realized or change in unrealized gain/loss on securities in the accompanying financial statements. To the extent that the fund has country specific capital loss carryforwards, such carryforwards are applied against net unrealized gains when determining the deferred tax liability. Any deferred tax liability incurred by the fund is included in either Other liabilities or Deferred tax liability on the accompanying Statement of Assets and Liabilities.

NOTE 6 - RELATED PARTY TRANSACTIONS

The fund is managed by T. Rowe Price Associates, Inc. (Price Associates), a wholly owned subsidiary of T. Rowe Price Group, Inc. (Price Group). The investment management agreement between the fund and Price Associates provides for an annual investment management fee, which is computed daily and paid monthly. The fee consists of an individual fund fee, equal to 0.35% of the fund's average daily net assets, and a group fee. The group fee rate is calculated based on the combined net assets of certain mutual funds sponsored by Price Associates (the group) applied to a graduated fee schedule, with rates ranging from 0.48% for the first \$1 billion of assets to 0.260% for assets in excess of \$845 billion. The fund's group fee is determined by applying the group fee rate to the fund's average daily net assets. At December 31, 2023, the effective annual group fee rate was 0.29%.

The Investor Class and Advisor Class are subject to a contractual expense limitation through the expense limitation date indicated in the table below. During the limitation period, Price Associates is required to waive or pay any expenses (excluding interest; expenses related to borrowings, taxes, and brokerage; non-recurring, extraordinary expenses; and acquired fund fees and expenses) that would otherwise cause the class's ratio of annualized total expenses to average net assets (net expense ratio) to exceed its expense limitation. Each class is required to repay Price Associates for expenses previously waived/paid to the extent the class's net assets grow or expenses decline sufficiently to allow repayment without causing the class's net expense ratio (after the repayment is taken into account) to exceed the lesser of: (1) the expense limitation in

place at the time such amounts were waived; or (2) the class's current expense limitation. However, no repayment will be made more than three years after the date of a payment or waiver.

The I Class is also subject to an operating expense limitation (I Class Limit) pursuant to which Price Associates is contractually required to pay all operating expenses of the I Class, excluding management fees; interest; expenses related to borrowings, taxes, and brokerage; non-recurring, extraordinary expenses; and acquired fund fees and expenses, to the extent such operating expenses, on an annualized basis, exceed the I Class Limit. This agreement will continue through the expense limitation date indicated in the table below, and may be renewed, revised, or revoked only with approval of the fund's Board. The I Class is required to repay Price Associates for expenses previously paid to the extent the class's net assets grow or expenses decline sufficiently to allow repayment without causing the class's operating expenses (after the repayment is taken into account) to exceed the lesser of: (1) the I Class Limit in place at the time such amounts were paid; or (2) the current I Class Limit. However, no repayment will be made more than three years after the date of a payment or waiver.

Pursuant to these agreements, expenses were waived/paid by and/or repaid to Price Associates during the year ended December 31, 2023 as indicated in the table below. Including these amounts, expenses previously waived/paid by Price Associates in the amount of \$811,000 remain subject to repayment by the fund at December 31, 2023. Any repayment of expenses previously waived/paid by Price Associates during the period would be included in the net investment income and expense ratios presented on the accompanying Financial Highlights.

	Investor Class	Advisor Class	I Class
Expense limitation/I Class Limit	0.87%	1.14%	0.05%
Expense limitation date	04/30/26	04/30/26	04/30/26
(Waived)/repaid during the period (\$000s)	\$(126)	\$(1)	\$(126)

In addition, the fund has entered into service agreements with Price Associates and two wholly owned subsidiaries of Price Associates, each an affiliate of the fund (collectively, Price). Price Associates provides certain accounting and administrative services to the fund. T. Rowe Price Services, Inc. provides shareholder and administrative services in its capacity as the fund's transfer and dividend-disbursing agent. T. Rowe Price Retirement Plan Services, Inc. provides subaccounting and recordkeeping services for certain retirement accounts invested in the Investor Class and Advisor Class. For the

year ended December 31, 2023, expenses incurred pursuant to these service agreements were \$112,000 for Price Associates; \$203,000 for T. Rowe Price Services, Inc.; and less than \$1,000 for T. Rowe Price Retirement Plan Services, Inc. All amounts due to and due from Price, exclusive of investment management fees payable, are presented net on the accompanying Statement of Assets and Liabilities.

T. Rowe Price Investment Services, Inc. (Investment Services) serves as distributor to the fund. Pursuant to an underwriting agreement, no compensation for any distribution services provided is paid to Investment Services by the fund (except for 12b-1 fees under a Board-approved Rule 12b-1 plan).

The fund may invest its cash reserves in certain open-end management investment companies managed by Price Associates and considered affiliates of the fund: the T. Rowe Price Government Reserve Fund or the T. Rowe Price Treasury Reserve Fund, organized as money market funds (together, the Price Reserve Funds). The Price Reserve Funds are offered as short-term investment options to mutual funds, trusts, and other accounts managed by Price Associates or its affiliates and are not available for direct purchase by members of the public. Cash collateral from securities lending, if any, is invested in the T. Rowe Price Government Reserve Fund. The Price Reserve Funds pay no investment management fees.

As of December 31, 2023, T. Rowe Price Group, Inc., or its wholly owned subsidiaries, owned 54 shares of the Advisor Class, representing less than 1% of the Advisor Class's net assets.

The fund may participate in securities purchase and sale transactions with other funds or accounts advised by Price Associates (cross trades), in accordance with procedures adopted by the fund's Board and Securities and Exchange Commission rules, which require, among other things, that such purchase and sale cross trades be effected at the independent current market price of the security. During the year ended December 31, 2023, the fund had no purchases or sales cross trades with other funds or accounts advised by Price Associates.

Price Associates has voluntarily agreed to reimburse the fund from its own resources on a monthly basis for the cost of investment research embedded in the cost of the fund's securities trades. This agreement may be rescinded at any time. For the year ended December 31, 2023, this reimbursement amounted to \$18,000, which is included in Net realized gain (loss) on Securities in the Statement of Operations.

NOTE 7 - OTHER MATTERS

Unpredictable events such as environmental or natural disasters, war and conflict, terrorism, geopolitical events, and public health epidemics and similar public health threats may significantly affect the economy and the markets and issuers in which the fund invests. Certain events may cause instability across global markets, including reduced liquidity and disruptions in trading markets, while some events may affect certain geographic regions, countries, sectors, and industries more significantly than others, and exacerbate other pre-existing political, social, and economic risks.

The global outbreak of COVID-19 and the related governmental and public responses have led and may continue to lead to increased market volatility and the potential for illiquidity in certain classes of securities and sectors of the market either in specific countries or worldwide.

In February 2022, Russian forces entered Ukraine and commenced an armed conflict, leading to economic sanctions imposed on Russia that target certain of its citizens and issuers and sectors of the Russian economy, creating impacts on Russian-related stocks and debt and greater volatility in global markets.

In March 2023, the banking industry experienced heightened volatility, which sparked concerns of potential broader adverse market conditions. The extent of impact of these events on the US and global markets is highly uncertain.

These are recent examples of global events which may have a negative impact on the values of certain portfolio holdings or the fund's overall performance. Management is actively monitoring the risks and financial impacts arising from these events.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors of T. Rowe Price Integrated Equity Funds, Inc. (formerly T. Rowe Price Quantitative Management Funds, Inc.) and Shareholders of T. Rowe Price Integrated U.S. Small-Mid Cap Core Equity Fund (formerly T. Rowe Price QM U.S. Small & Mid-Cap Core Equity Fund)

Opinion on the Financial Statements

We have audited the accompanying statement of assets and liabilities, including the portfolio of investments, of T. Rowe Price Integrated U.S. Small-Mid Cap Core Equity Fund (formerly T. Rowe Price QM U.S. Small & Mid-Cap Core Equity Fund) (one of the funds constituting T. Rowe Price integrated Equity Funds, Inc. (formerly T. Rowe Price Quantitative Management Funds, Inc.), referred to hereafter as the "Fund") as of December 31, 2023, the related statement of operations for the year ended December 31, 2023, the statement of changes in net assets for each of the two years in the period ended December 31, 2023, including the related notes, and the financial highlights for each of the five years in the period ended December 31, 2023 (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Fund as of December 31, 2023, the results of its operations for the year then ended, the changes in its net assets for each of the two years in the period ended December 31, 2023 and the financial highlights for each of the five years in the period ended December 31, 2023 in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These financial statements are the responsibility of the Fund's management. Our responsibility is to express an opinion on the Fund's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Fund in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits of these financial statements in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud.

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM
(CONTINUED)**

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. Our procedures included confirmation of securities owned as of December 31, 2023 by correspondence with the custodians, transfer agent and brokers; when replies were not received from brokers, we performed other auditing procedures. We believe that our audits provide a reasonable basis for our opinion.

/s/ PricewaterhouseCoopers LLP

Baltimore, Maryland

February 16, 2024

We have served as the auditor of one or more investment companies in the T. Rowe Price group of investment companies since 1973.

TAX INFORMATION (UNAUDITED) FOR THE TAX YEAR ENDED 12/31/23

We are providing this information as required by the Internal Revenue Code. The amounts shown may differ from those elsewhere in this report because of differences between tax and financial reporting requirements.

The fund's distributions to shareholders included \$12,407,000 from long-term capital gains, subject to a long-term capital gains tax rate of not greater than 20%.

For taxable non-corporate shareholders, \$4,645,000 of the fund's income represents qualified dividend income subject to a long-term capital gains tax rate of not greater than 20%.

For corporate shareholders, \$4,124,000 of the fund's income qualifies for the dividends-received deduction.

INFORMATION ON PROXY VOTING POLICIES, PROCEDURES, AND RECORDS

A description of the policies and procedures used by T. Rowe Price funds to determine how to vote proxies relating to portfolio securities is available in each fund's Statement of Additional Information. You may request this document by calling 1-800-225-5132 or by accessing the SEC's website, sec.gov.

The description of our proxy voting policies and procedures is also available on our corporate website. To access it, please visit the following Web page:

<https://www.troweprice.com/corporate/us/en/utility/policies.html>

Scroll down to the section near the bottom of the page that says, "Proxy Voting Guidelines." Click on the links in the shaded box.

Each fund's most recent annual proxy voting record is available on our website and through the SEC's website. To access it through T. Rowe Price, visit the website location shown above, and scroll down to the section near the bottom of the page that says, "Proxy Voting Records." Click on the Proxy Voting Records link in the shaded box.

HOW TO OBTAIN QUARTERLY PORTFOLIO HOLDINGS

The fund files a complete schedule of portfolio holdings with the Securities and Exchange Commission (SEC) for the first and third quarters of each fiscal year as an exhibit to its reports on Form N-PORT. The fund's reports on Form N-PORT are available electronically on the SEC's website (sec.gov). In addition, most T. Rowe Price funds disclose their first and third fiscal quarter-end holdings on **troweprice.com**.

TAILORED SHAREHOLDER REPORTS FOR MUTUAL FUNDS AND EXCHANGE TRADED FUNDS

In October 2022, the Securities and Exchange Commission (SEC) adopted rule and form amendments requiring Mutual Funds and Exchange-Traded Funds to transmit concise and visually engaging streamlined annual and semiannual reports that highlight key information to shareholders. Other information, including financial statements, will no longer appear in the funds' shareholder reports but will be available online, delivered free of charge upon request, and filed on a semiannual basis on Form N-CSR. The rule and form amendments have a compliance date of July 24, 2024.

LIQUIDITY RISK MANAGEMENT PROGRAM

In accordance with Rule 22e-4 (Liquidity Rule) under the Investment Company Act of 1940, as amended, the fund has established a liquidity risk management program (Liquidity Program) reasonably designed to assess and manage the fund's liquidity risk, which generally represents the risk that the fund would not be able to meet redemption requests without significant dilution of remaining investors' interests in the fund. The fund's Board of Directors (Board) has appointed the fund's investment adviser, T. Rowe Price Associates, Inc. (Adviser), as the administrator of the Liquidity Program. As administrator, the Adviser is responsible for overseeing the day-to-day operations of the Liquidity Program and, among other things, is responsible for assessing, managing, and reviewing with the Board at least annually the liquidity risk of each T. Rowe Price fund. The Adviser has delegated oversight of the Liquidity Program to a Liquidity Risk Committee (LRC), which is a cross-functional committee composed of personnel from multiple departments within the Adviser.

The Liquidity Program's principal objectives include supporting the T. Rowe Price funds' compliance with limits on investments in illiquid assets and mitigating the risk that the fund will be unable to timely meet its redemption obligations. The Liquidity Program also includes a number of elements that support the management and assessment of liquidity risk, including an annual assessment of factors that influence the fund's liquidity and the periodic classification and reclassification of a fund's investments into categories that reflect the LRC's assessment of their relative liquidity under current market conditions. Under the Liquidity Program, every investment held by the fund is classified at least monthly into one of four liquidity categories based on estimations of the investment's ability to be sold during designated time frames in current market conditions without significantly changing the investment's market value.

As required by the Liquidity Rule, at a meeting held on July 24, 2023, the Board was presented with an annual assessment that was prepared by the LRC on behalf of the Adviser and addressed the operation of the Liquidity Program and assessed its adequacy and effectiveness of implementation, including any material changes to the Liquidity Program and the determination of each fund's Highly Liquid Investment Minimum (HLIM). The annual assessment included consideration of the following factors, as applicable: the fund's investment strategy and liquidity of portfolio investments during normal and reasonably foreseeable stressed conditions, including whether the investment strategy is appropriate for an open-end fund, the extent to which the strategy involves a relatively concentrated portfolio or large positions in particular issuers, and the use of borrowings for investment purposes and derivatives; short-term and long-term cash flow projections covering both normal and reasonably foreseeable stressed conditions; and holdings of cash and cash equivalents, as well as available borrowing arrangements.

LIQUIDITY RISK MANAGEMENT PROGRAM (CONTINUED)

For the fund and other T. Rowe Price funds, the annual assessment incorporated a report related to a fund's holdings, shareholder and portfolio concentration, any borrowings during the period, cash flow projections, and other relevant data for the period of April 1, 2022, through March 31, 2023. The report described the methodology for classifying a fund's investments (including any derivative transactions) into one of four liquidity categories, as well as the percentage of a fund's investments assigned to each category. It also explained the methodology for establishing a fund's HLIM and noted that the LRC reviews the HLIM assigned to each fund no less frequently than annually.

During the period covered by the annual assessment, the LRC has concluded, and reported to the Board, that the Liquidity Program continues to operate adequately and effectively and is reasonably designed to assess and manage the fund's liquidity risk.

ABOUT THE FUND'S DIRECTORS AND OFFICERS

Your fund is overseen by a Board of Directors (Board) that meets regularly to review a wide variety of matters affecting or potentially affecting the fund, including performance, investment programs, compliance matters, advisory fees and expenses, service providers, and business and regulatory affairs. The Board elects the fund's officers, who are listed in the final table. The directors who are also employees or officers of T. Rowe Price are considered to be "interested" directors as defined in Section 2(a)(19) of the 1940 Act because of their relationships with T. Rowe Price Associates, Inc. (T. Rowe Price), and its affiliates. The business address of each director and officer is 100 East Pratt Street, Baltimore, Maryland 21202. The Statement of Additional Information includes additional information about the fund directors and is available without charge by calling a T. Rowe Price representative at 1-800-638-5660.

INDEPENDENT DIRECTORS^(a)

Name (Year of Birth) Year Elected [Number of T. Rowe Price Portfolios Overseen]	Principal Occupation(s) and Directorships of Public Companies and Other Investment Companies During the Past Five Years
Teresa Bryce Bazemore (1959) 2018 [209]	President and Chief Executive Officer, Federal Home Loan Bank of San Francisco (2021 to present); Chief Executive Officer, Bazemore Consulting LLC (2018 to 2021); Director, Chimera Investment Corporation (2017 to 2021); Director, First Industrial Realty Trust (2020 to present); Director, Federal Home Loan Bank of Pittsburgh (2017 to 2019)
Melody Bianchetto (1966) 2023 [209]	Vice President for Finance, University of Virginia (2015 to 2023)
Bruce W. Duncan (1951) 2013 [209]	President, Chief Executive Officer, and Director, CyrusOne, Inc. (2020 to 2021); Chair of the Board (2016 to 2020) and President (2009 to 2016), First Industrial Realty Trust, owner and operator of industrial properties; Member, Investment Company Institute Board of Governors (2017 to 2019); Member, Independent Directors Council Governing Board (2017 to 2019); Senior Advisor, KKR (2018 to 2022); Director, Boston Properties (2016 to present); Director, Marriott International, Inc. (2016 to 2020)
Robert J. Gerrard, Jr. (1952) 2012 [209]	Chair of the Board, all funds (July 2018 to present)
Paul F. McBride (1956) 2013 [209]	Advisory Board Member, Vizzia Technologies (2015 to present); Board Member, Dunbar Armored (2012 to 2018)

INDEPENDENT DIRECTORS^(a) (CONTINUED)**Name****(Year of Birth)****Year Elected****[Number of T. Rowe Price
Portfolios Overseen]****Principal Occupation(s) and Directorships of Public Companies and
Other Investment Companies During the Past Five Years**

Mark J. Parrell

(1966)

2023

[209]

Board of Trustees Member and Chief Executive Officer (2019 to present), President (2018 to present), Executive Vice President and Chief Financial Officer (2007 to 2018), and Senior Vice President and Treasurer (2005 to 2007), EQR; Member, Nareit Dividends Through Diversity, Equity & Inclusion CEO Council and Chair, Nareit 2021 Audit and Investment Committee (2021); Advisory Board, Ross Business School at University of Michigan (2015 to 2016); Member, National Multifamily Housing Council and served as Chair of the Finance Committee (2015 to 2016); Member, Economic Club of Chicago; Director, Brookdale Senior Living, Inc. (2015 to 2017); Director, Aviv REIT, Inc. (2013 to 2015); Director, Real Estate Roundtable and the 2022 Executive Board Nareit; Board of Directors and Chair of the Finance Committee, Greater Chicago Food Depository

Kelye L. Walker

(1966)

2021

[209]

Executive Vice President and Chief Legal Officer, Eastman Chemical Company (April 2020 to present); Executive Vice President and Chief Legal Officer, Huntington Ingalls Industries, Inc. (January 2015 to March 2020); Director, Lincoln Electric Company (October 2020 to present)

^(a) All information about the independent directors was current as of December 31, 2022, unless otherwise indicated, except for the number of portfolios overseen, which is current as of the date of this report.

INTERESTED DIRECTORS^(a)**Name****(Year of Birth)****Year Elected****[Number of T. Rowe Price
Portfolios Overseen]****Principal Occupation(s) and Directorships of Public Companies and
Other Investment Companies During the Past Five Years**

David Oestreicher

(1967)

2018

[209]

Director, Vice President, and Secretary, T. Rowe Price, T. Rowe Price Investment Services, Inc., T. Rowe Price Retirement Plan Services, Inc., and T. Rowe Price Services, Inc.; Director and Secretary, T. Rowe Price Investment Management, Inc. (Price Investment Management); Vice President and Secretary, T. Rowe Price International (Price International); Vice President, T. Rowe Price Hong Kong (Price Hong Kong), T. Rowe Price Japan (Price Japan), and T. Rowe Price Singapore (Price Singapore); General Counsel, Vice President, and Secretary, T. Rowe Price Group, Inc.; Chair of the Board, Chief Executive Officer, President, and Secretary, T. Rowe Price Trust Company; Principal Executive Officer and Executive Vice President, all funds

INTERESTED DIRECTORS^(a) (CONTINUED)

Name (Year of Birth) Year Elected [Number of T. Rowe Price Portfolios Overseen]	Principal Occupation(s) and Directorships of Public Companies and Other Investment Companies During the Past Five Years
Eric L. Veiel, CFA (1972) 2022 [209]	Director and Vice President, T. Rowe Price; Vice President, T. Rowe Price Group, Inc., and T. Rowe Price Trust Company; Vice President, Global Funds

^(a) All information about the interested directors was current as of December 31, 2022, unless otherwise indicated, except for the number of portfolios overseen, which is current as of the date of this report.

OFFICERS

Name (Year of Birth) Position Held With Integrated Equity Funds, Inc.	Principal Occupation(s)
Armando (Dino) Capasso (1974) Chief Compliance Officer and Vice President	Chief Compliance Officer and Vice President, T. Rowe Price and Price Investment Management; Vice President, T. Rowe Price Group, Inc.; formerly, Chief Compliance Officer, PGIM Investments LLC and AST Investment Services, Inc. (ASTIS) (to 2022); Chief Compliance Officer, PGIM Retail Funds complex and Prudential Insurance Funds (to 2022); Vice President and Deputy Chief Compliance Officer, PGIM Investments LLC and ASTIS (to 2019)
David Corris (1975) Executive Vice President	Vice President, T. Rowe Price and T. Rowe Price Group, Inc.; formerly, Head of Disciplined Equities and Portfolio Manager, Bank of Montreal Global Asset Management (to 2021)
Alan S. Dupski, CPA (1982) Principal Financial Officer, Vice President, and Treasurer	Vice President, Price Investment Management, T. Rowe Price, T. Rowe Price Group, Inc., and T. Rowe Price Trust Company
Cheryl Emory (1963) Assistant Secretary	Assistant Vice President and Assistant Secretary, T. Rowe Price; Assistant Secretary, T. Rowe Price Group, Inc., Price Investment Management, Price International, Price Hong Kong, Price Singapore, T. Rowe Price Investment Services, Inc., T. Rowe Price Retirement Plan Services, Inc., and T. Rowe Price Trust Company

Unless otherwise noted, officers have been employees of T. Rowe Price or Price International for at least 5 years.

OFFICERS (CONTINUED)

Name (Year of Birth) Position Held With Integrated Equity Funds, Inc.	Principal Occupation(s)
Cheryl Hampton, CPA (1969) Vice President	Vice President, T. Rowe Price, T. Rowe Price Group, Inc., and T. Rowe Price Trust Company; formerly, Tax Director, Invesco Ltd. (to 2021); Vice President, Oppenheimer Funds, Inc. (to 2019)
Prashant G. Jeyaganesh (1983) Executive Vice President	Vice President, T. Rowe Price and T. Rowe Price Group, Inc.
Vidya Kadiyam, CFA (1980) Executive Vice President	Vice President, T. Rowe Price and T. Rowe Price Group, Inc.
Benjamin Kersse, CPA (1989) Vice President	Vice President, T. Rowe Price and T. Rowe Price Trust Company
Paul J. Krug, CPA (1964) Vice President	Vice President, T. Rowe Price, T. Rowe Price Group, Inc., and T. Rowe Price Trust Company
Robert P. McDavid (1972) Vice President	Vice President, T. Rowe Price, Price Investment Management, T. Rowe Price Investment Services, Inc., and T. Rowe Price Trust Company
Rinald Murataj, Ph.D. (1989) Vice President	Vice President, T. Rowe Price and T. Rowe Price Group, Inc.
Sudhir Nanda, Ph.D., CFA (1959) Executive Vice President	Vice President, T. Rowe Price and T. Rowe Price Group, Inc.
Fran M. Pollack-Matz (1961) Vice President and Secretary	Vice President, T. Rowe Price, T. Rowe Price Group, Inc., T. Rowe Price Investment Services, Inc., T. Rowe Price Services, Inc., and T. Rowe Price Trust Company
Jordan S. Pryor (1991) Executive Vice President	Vice President, T. Rowe Price and T. Rowe Price Group, Inc.
Richard Sennett, CPA (1970) Assistant Treasurer	Vice President, T. Rowe Price, T. Rowe Price Group, Inc., and T. Rowe Price Trust Company
Peter Stournaras (1973) President	Vice President, T. Rowe Price and T. Rowe Price Group, Inc.; formerly, Managing Director, Chief Portfolio Strategist, JP Morgan Private Bank (to 2020); Private Consultant and Advisor, Pteleos Consulting (to 2018)
Ellen York (1988) Vice President	Vice President, Price Investment Management and T. Rowe Price

Unless otherwise noted, officers have been employees of T. Rowe Price or Price International for at least 5 years.

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T.RowePrice

100 East Pratt Street
Baltimore, MD 21202

Call 1-800-225-5132 to request a prospectus or summary prospectus; each includes investment objectives, risks, fees, expenses, and other information that you should read and consider carefully before investing.