



**SEMIANNUAL REPORT**

June 30, 2023

PRCOX

T. ROWE PRICE

**U.S. Equity Research  
Fund**

PACOX

**U.S. Equity Research  
Fund–Advisor Class**

RRCOX

**U.S. Equity Research  
Fund–R Class**

PCCOX

**U.S. Equity Research  
Fund–I Class**

PCUZX

**U.S. Equity Research  
Fund–Z Class**

For more insights from T. Rowe Price  
investment professionals, go to  
**[troweprice.com](https://www.troweprice.com)**.

## Go Paperless

Sign up for e-delivery of your statements, confirmations, and prospectuses or shareholder reports.



### TO ENROLL:

If you invest directly with T. Rowe Price, go to **[troweprice.com/paperless](https://troweprice.com/paperless)**.

If you invest through an investment advisor, a bank, or a brokerage firm, please contact that organization and ask if it can provide electronic documentation.

**It's fast**—receive your statements and confirmations faster than U.S. mail.

**It's convenient**—access your important account documents whenever you need them.

**It's secure**—we protect your online accounts using “True Identity” to confirm new accounts and make verification faster and more secure.

**It can save you money**—where applicable, T. Rowe Price passes on the cost savings to fund holders.\*

Log in to your account at **[troweprice.com](https://troweprice.com)** for more information.

\*Certain mutual fund accounts that are assessed an annual account service fee can also save money by switching to e-delivery.

## Dear Shareholder

Most major global stock and bond indexes produced positive returns during the first half of your fund's fiscal year, the six-month period ended June 30, 2023. Despite turmoil in the banking sector and a protracted debt ceiling standoff, markets were resilient as growth remained positive in the major economies and corporate earnings results came in stronger than expected.

For the six-month period, the technology-oriented Nasdaq Composite Index gained more than 30%, the strongest result of the major benchmarks, as tech companies benefited from investor enthusiasm for artificial intelligence applications. Growth stocks outperformed value shares, and developed market stocks generally outpaced their emerging market 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, the information technology, communication services, and consumer discretionary sectors were all lifted by the tech rally and recorded significant gains. 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 partly recovered from the failure of three large regional banks during the period but still finished with modest losses.

Cheaper oil contributed to slowing inflation, although core inflation readings—which exclude volatile food and energy prices—remained stubbornly high. In response, the Federal Reserve raised its short-term lending benchmark rate to a target range of 5.00% to 5.25% by early May, the highest level since 2007. The Fed held rates steady at its June meeting, but policymakers indicated that two more rate hikes could come by the end of the year.

In the fixed income market, returns were generally positive across most sectors as investors benefited from the higher interest rates that have become available over the past year. Investment-grade corporate bonds were supported by generally solid balance sheets and were among the strongest performers.

Global economies and markets showed surprising resilience in recent months, but, moving into the second half of 2023, we believe investors could face potential challenges. The impact of the Fed's rate hikes has yet to be fully felt in the economy, and while the regional banking turmoil appears to have been contained by the swift actions of regulators, it could weigh on credit conditions. Moreover, market consensus still seems to point to a coming recession, although hopes have emerged that such a downturn could be more modest.

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 identify securities that can add value to your portfolio over the long term.

You may notice that this report no longer contains the commentary on your fund's performance and positioning that we previously included in the semiannual shareholder letters. The Securities and Exchange Commission (SEC) adopted new rules in January that will require fund reports to transition to a new format known as a Tailored Shareholder Report. This change will require a much more concise summary of performance rather than the level of detail we have provided historically while also aiming to be more visually engaging. As we prepare to make changes to the annual reports to meet the new report regulatory requirements by mid-2024, we felt the time was right to discontinue the optional six-month semiannual fund letter to focus on the changes to come.

While semiannual fund letters will no longer be produced, you may continue to access current fund information as well as insights and perspectives from our investment team on our personal investing website.

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

Sincerely,

A handwritten signature in black 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*

T. ROWE PRICE U.S. EQUITY RESEARCH FUND

Portfolio Summary

**SECTOR DIVERSIFICATION**

	Percent of Net Assets	
	12/31/22	6/30/23
Information Technology	26.0%	28.0%
Health Care	16.3	14.2
Financials	11.9	13.2
Consumer Discretionary	10.1	10.7
Communication Services	7.0	8.2
Industrials and Business Services	7.6	7.6
Consumer Staples	7.1	6.8
Energy	4.9	3.9
Utilities	3.2	2.6
Materials	3.0	2.2
Real Estate	2.5	2.0
Other and Reserves	0.4	0.6
<b>Total</b>	<b>100.0%</b>	<b>100.0%</b>
Historical weightings reflect current industry/sector classifications.		

## PORTFOLIO HIGHLIGHTS

## TWENTY-FIVE LARGEST HOLDINGS

	Percent of Net Assets 6/30/23
Apple	7.8%
Microsoft	7.1
Alphabet	3.7
NVIDIA	3.4
Amazon.com	3.2
Meta Platforms	1.8
Tesla	1.7
Eli Lilly	1.5
Berkshire Hathaway	1.3
Exxon Mobil	1.3
UnitedHealth Group	1.3
Broadcom	1.2
Visa	1.2
JPMorgan Chase	1.1
Johnson & Johnson	1.0
Procter & Gamble	1.0
Accenture	0.9
Mastercard	0.9
Salesforce	0.9
Home Depot	0.9
T-Mobile U.S.	0.8
Netflix	0.8
Linde	0.8
Chevron	0.7
General Electric	0.7
<b>Total</b>	<b>47.0%</b>

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.

## 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 five share classes: The original share class (Investor Class) charges no distribution and service (12b-1) fee, Advisor Class shares are offered only through unaffiliated brokers and other financial intermediaries and charge a 0.25% 12b-1 fee, R Class shares are available to retirement plans serviced by intermediaries and charge a 0.50% 12b-1 fee, I Class shares are available to institutionally oriented clients and impose no 12b-1 or administrative fee payment, and Z Class shares are offered only to funds advised by T. Rowe Price and other advisory clients of T. Rowe Price or its affiliates that are subject to a contractual fee for investment management services and impose no 12b-1 fee 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.

**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.

**FUND EXPENSE EXAMPLE (CONTINUED)**

U.S. EQUITY RESEARCH FUND			
	Beginning Account Value 1/1/23	Ending Account Value 6/30/23	Expenses Paid During Period* 1/1/23 to 6/30/23
<b>Investor Class</b>			
Actual	\$1,000.00	\$1,188.80	\$2.44
Hypothetical (assumes 5% return before expenses)	1,000.00	1,022.56	2.26
<b>Advisor Class</b>			
Actual	1,000.00	1,187.40	3.90
Hypothetical (assumes 5% return before expenses)	1,000.00	1,021.22	3.61
<b>R Class</b>			
Actual	1,000.00	1,185.80	5.42
Hypothetical (assumes 5% return before expenses)	1,000.00	1,019.84	5.01
<b>I Class</b>			
Actual	1,000.00	1,189.50	1.90
Hypothetical (assumes 5% return before expenses)	1,000.00	1,023.06	1.76
<b>Z Class</b>			
Actual	1,000.00	1,191.60	0.00
Hypothetical (assumes 5% return before expenses)	1,000.00	1,024.79	0.00
<p>* 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 (181), and divided by the days in the year (365) to reflect the half-year period. The annualized expense ratio of the Investor Class was 0.45%, the Advisor Class was 0.72%, the R Class was 1.00%, the I Class was 0.35%, and the Z Class was 0.00%.</p>			



T. ROWE PRICE U.S. EQUITY RESEARCH FUND

(Unaudited)

**FINANCIAL HIGHLIGHTS**

For a share outstanding throughout each period

**Investor Class**

	6 Months Ended 6/30/23	Year Ended 12/31/22	12/31/21	12/31/20	12/31/19	12/31/18
<b>NET ASSET VALUE</b>						
Beginning of period	\$ 36.28	\$ 45.23	\$ 36.67	\$ 30.93	\$ 23.58	\$ 26.06
Investment activities						
Net investment income <sup>(1)(2)</sup>	0.20	0.36	0.34	0.46	0.36	0.37
Net realized and unrealized gain/loss	6.65	(8.85)	9.90	5.66	7.29	(1.53)
Total from investment activities	6.85	(8.49)	10.24	6.12	7.65	(1.16)
Distributions						
Net investment income	—	(0.32)	(0.31)	(0.32)	(0.17)	(0.29)
Net realized gain	—	(0.14)	(1.37)	(0.06)	(0.13)	(1.03)
Total distributions	—	(0.46)	(1.68)	(0.38)	(0.30)	(1.32)
<b>NET ASSET VALUE</b>						
End of period	\$ 43.13	\$ 36.28	\$ 45.23	\$ 36.67	\$ 30.93	\$ 23.58

T. ROWE PRICE U.S. EQUITY RESEARCH FUND

(Unaudited)

**FINANCIAL HIGHLIGHTS**

For a share outstanding throughout each period

**Investor Class**

6 Months Ended 6/30/23	Year Ended 12/31/22	12/31/21	12/31/20	12/31/19	12/31/18
------------------------------	---------------------------	----------	----------	----------	----------

**Ratios/Supplemental Data**

<b>Total return<sup>(2)(3)</sup></b>	<b>18.88%</b>	<b>(18.80)%</b>	<b>27.98%</b>	<b>19.81%</b>	<b>32.46%</b>	<b>(4.63)%</b>
--------------------------------------	---------------	-----------------	---------------	---------------	---------------	----------------

Ratios to average net assets:<sup>(2)</sup>

Gross expenses before waivers/ payments by Price Associates	0.45% <sup>(4)</sup>	0.45%	0.42%	0.45%	0.54%	0.70%
Net expenses after waivers/payments by Price Associates	0.45% <sup>(4)</sup>	0.45%	0.42%	0.45%	0.53%	0.69%
Net investment income	1.01% <sup>(4)</sup>	0.92%	0.80%	1.47%	1.28%	1.38%
Portfolio turnover rate	24.7%	45.4%	27.5%	35.6%	32.3%	33.5%
Net assets, end of period (in millions)	\$3,542	\$3,155	\$4,047	\$2,210	\$1,792	\$633

<sup>(1)</sup> Per share amounts calculated using average shares outstanding method.

<sup>(2)</sup> See Note 7 for details of expense-related arrangements with Price Associates.

<sup>(3)</sup> 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. Total return is not annualized for periods less than one year.

<sup>(4)</sup> Annualized

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

T. ROWE PRICE U.S. EQUITY RESEARCH FUND

(Unaudited)

**FINANCIAL HIGHLIGHTS**

For a share outstanding throughout each period

**Advisor Class**

	6 Months Ended 6/30/23	Year Ended 12/31/22	12/31/21	12/31/20	12/31/19	12/31/18
<b>NET ASSET VALUE</b>						
Beginning of period	\$ 36.24	\$ 45.21	\$ 36.69	\$ 30.88	\$ 23.54	\$ 25.99
Investment activities						
Net investment income <sup>(1)(2)</sup>	0.14	0.22	0.16	0.36	0.27	0.28
Net realized and unrealized gain/loss	6.65	(8.85)	9.87	5.64	7.27	(1.50)
Total from investment activities	6.79	(8.63)	10.03	6.00	7.54	(1.22)
Distributions						
Net investment income	—	(0.20)	(0.14)	(0.13)	(0.07)	(0.20)
Net realized gain	—	(0.14)	(1.37)	(0.06)	(0.13)	(1.03)
Total distributions	—	(0.34)	(1.51)	(0.19)	(0.20)	(1.23)
<b>NET ASSET VALUE</b>						
End of period	\$ 43.03	\$ 36.24	\$ 45.21	\$ 36.69	\$ 30.88	\$ 23.54

T. ROWE PRICE U.S. EQUITY RESEARCH FUND

(Unaudited)

**FINANCIAL HIGHLIGHTS**

For a share outstanding throughout each period

**Advisor Class**

6 Months Ended 6/30/23	Year Ended 12/31/22	12/31/21	12/31/20	12/31/19	12/31/18
------------------------------	---------------------------	----------	----------	----------	----------

**Ratios/Supplemental Data**

<b>Total return<sup>(2)(3)</sup></b>	<b>18.74%</b>	<b>(19.11)%</b>	<b>27.39%</b>	<b>19.44%</b>	<b>32.04%</b>	<b>(4.86)%</b>
--------------------------------------	---------------	-----------------	---------------	---------------	---------------	----------------

Ratios to average net assets:<sup>(2)</sup>

Gross expenses before waivers/ payments by Price Associates	0.72% <sup>(4)</sup>	0.82%	0.86%	0.77%	0.86%	0.99%
Net expenses after waivers/payments by Price Associates	0.72% <sup>(4)</sup>	0.82%	0.86%	0.77%	0.85%	0.98%
Net investment income	0.74% <sup>(4)</sup>	0.55%	0.37%	1.17%	0.96%	1.04%
Portfolio turnover rate	24.7%	45.4%	27.5%	35.6%	32.3%	33.5%
Net assets, end of period (in thousands)	\$43,538	\$36,895	\$35,556	\$16,053	\$25,556	\$9,526

<sup>(1)</sup> Per share amounts calculated using average shares outstanding method.

<sup>(2)</sup> See Note 7 for details of expense-related arrangements with Price Associates.

<sup>(3)</sup> 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. Total return is not annualized for periods less than one year.

<sup>(4)</sup> Annualized

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

T. ROWE PRICE U.S. EQUITY RESEARCH FUND

(Unaudited)

**FINANCIAL HIGHLIGHTS**

For a share outstanding throughout each period

**R Class**

	6 Months Ended 6/30/23	Year Ended 12/31/22	12/31/21	12/31/20	12/31/19	12/31/18
<b>NET ASSET VALUE</b>						
Beginning of period	\$ 35.90	\$ 44.82	\$ 36.42	\$ 30.76	\$ 23.45	\$ 25.94
Investment activities						
Net investment income <sup>(1)(2)</sup>	0.09	0.10	0.07	0.25	0.17	0.21
Net realized and unrealized gain/loss	6.58	(8.77)	9.80	5.61	7.27	(1.52)
Total from investment activities	6.67	(8.67)	9.87	5.86	7.44	(1.31)
Distributions						
Net investment income	—	(0.11)	(0.10)	(0.14)	—	(0.15)
Net realized gain	—	(0.14)	(1.37)	(0.06)	(0.13)	(1.03)
Total distributions	—	(0.25)	(1.47)	(0.20)	(0.13)	(1.18)
<b>NET ASSET VALUE</b>						
End of period	\$ 42.57	\$ 35.90	\$ 44.82	\$ 36.42	\$ 30.76	\$ 23.45

T. ROWE PRICE U.S. EQUITY RESEARCH FUND

(Unaudited)

**FINANCIAL HIGHLIGHTS**

For a share outstanding throughout each period

**R Class**

	6 Months Ended 6/30/23	Year Ended 12/31/22	12/31/21	12/31/20	12/31/19	12/31/18
--	------------------------------	---------------------------	----------	----------	----------	----------

**Ratios/Supplemental Data**

<b>Total return<sup>(2)(3)</sup></b>	<b>18.58%</b>	<b>(19.35)%</b>	<b>27.15%</b>	<b>19.06%</b>	<b>31.73%</b>	<b>(5.22)%</b>
--------------------------------------	---------------	-----------------	---------------	---------------	---------------	----------------

Ratios to average net assets:<sup>(2)</sup>

Gross expenses before waivers/ payments by Price Associates	1.00% <sup>(4)</sup>	1.12%	1.09%	1.09%	1.19%	1.29%
Net expenses after waivers/payments by Price Associates	1.00% <sup>(4)</sup>	1.12%	1.09%	1.09%	1.18%	1.29%
Net investment income	0.47% <sup>(4)</sup>	0.25%	0.17%	0.82%	0.63%	0.80%
Portfolio turnover rate	24.7%	45.4%	27.5%	35.6%	32.3%	33.5%
Net assets, end of period (in thousands)	\$91,070	\$81,938	\$97,801	\$13,750	\$10,782	\$6,766

<sup>(1)</sup> Per share amounts calculated using average shares outstanding method.

<sup>(2)</sup> See Note 7 for details of expense-related arrangements with Price Associates.

<sup>(3)</sup> 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. Total return is not annualized for periods less than one year.

<sup>(4)</sup> Annualized

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

T. ROWE PRICE U.S. EQUITY RESEARCH FUND

(Unaudited)

**FINANCIAL HIGHLIGHTS**

For a share outstanding throughout each period

**I Class**

	6 Months Ended 6/30/23	Year Ended 12/31/22	12/31/21	12/31/20	12/31/19	12/31/18
<b>NET ASSET VALUE</b>						
Beginning of period	\$ 36.30	\$ 45.25	\$ 36.68	\$ 30.93	\$ 23.58	\$ 26.05
Investment activities						
Net investment income <sup>(1)(2)</sup>	0.22	0.40	0.37	0.48	0.43	0.42
Net realized and unrealized gain/loss	6.66	(8.85)	9.91	5.68	7.24	(1.53)
Total from investment activities	6.88	(8.45)	10.28	6.16	7.67	(1.11)
Distributions						
Net investment income	—	(0.36)	(0.34)	(0.35)	(0.19)	(0.33)
Net realized gain	—	(0.14)	(1.37)	(0.06)	(0.13)	(1.03)
Total distributions	—	(0.50)	(1.71)	(0.41)	(0.32)	(1.36)
<b>NET ASSET VALUE</b>						
End of period	\$ 43.18	\$ 36.30	\$ 45.25	\$ 36.68	\$ 30.93	\$ 23.58

T. ROWE PRICE U.S. EQUITY RESEARCH FUND

(Unaudited)

**FINANCIAL HIGHLIGHTS**

For a share outstanding throughout each period

**I Class**

	6 Months Ended 6/30/23	Year Ended 12/31/22	12/31/21	12/31/20	12/31/19	12/31/18
--	------------------------------	---------------------------	----------	----------	----------	----------

**Ratios/Supplemental Data**

<b>Total return<sup>(2)(3)</sup></b>	<b>18.95%</b>	<b>(18.72)%</b>	<b>28.09%</b>	<b>19.94%</b>	<b>32.55%</b>	<b>(4.45)%</b>
--------------------------------------	---------------	-----------------	---------------	---------------	---------------	----------------

Ratios to average net assets:<sup>(2)</sup>

Gross expenses before waivers/ payments by Price Associates	0.35% <sup>(4)</sup>	0.35%	0.34%	0.35%	0.40%	0.55%
Net expenses after waivers/payments by Price Associates	0.35% <sup>(4)</sup>	0.35%	0.34%	0.35%	0.40%	0.54%
Net investment income	1.11% <sup>(4)</sup>	1.03%	0.88%	1.50%	1.47%	1.55%
Portfolio turnover rate	24.7%	45.4%	27.5%	35.6%	32.3%	33.5%
Net assets, end of period (in thousands)	\$4,463,235	\$4,161,650	\$4,518,724	\$3,649,570	\$1,280,904	\$55,693

<sup>(1)</sup> Per share amounts calculated using average shares outstanding method.

<sup>(2)</sup> See Note 7 for details of expense-related arrangements with Price Associates.

<sup>(3)</sup> 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. Total return is not annualized for periods less than one year.

<sup>(4)</sup> Annualized

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



(Unaudited)

**FINANCIAL HIGHLIGHTS**

For a share outstanding throughout each period

**Z Class**

	6 Months Ended 6/30/23	Year Ended 12/31/22	11/23/21 <sup>(1)</sup> Through 12/31/21
<b>NET ASSET VALUE</b>			
Beginning of period	\$ 36.17	\$ 45.09	\$ 46.17
Investment activities			
Net investment income <sup>(2)(3)</sup>	0.29	0.54	0.06
Net realized and unrealized gain/loss	6.64	(8.83)	0.70
Total from investment activities	6.93	(8.29)	0.76
Distributions			
Net investment income	—	(0.49)	(0.47)
Net realized gain	—	(0.14)	(1.37)
Total distributions	—	(0.63)	(1.84)
<b>NET ASSET VALUE</b>			
End of period	<b>\$ 43.10</b>	<b>\$ 36.17</b>	<b>\$ 45.09</b>

**Ratios/Supplemental Data**

<b>Total return<sup>(3)(4)</sup></b>	<b>19.16%</b>	<b>(18.44)%</b>	<b>1.70%</b>
Ratios to average net assets: <sup>(3)</sup>			
Gross expenses before waivers/payments by Price Associates			
Net expenses after waivers/payments by Price Associates	0.34% <sup>(5)</sup>	0.34%	0.33% <sup>(5)</sup>
Net investment income	1.47% <sup>(5)</sup>	1.42%	1.33% <sup>(5)</sup>
Portfolio turnover rate	24.7%	45.4%	27.5%
Net assets, end of period (in thousands)	\$4,128,046	\$3,922,679	\$787,784

<sup>(1)</sup> Inception date<sup>(2)</sup> Per share amounts calculated using average shares outstanding method.<sup>(3)</sup> See Note 7 for details of expense-related arrangements with Price Associates.<sup>(4)</sup> 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. Total return is not annualized for periods less than one year.<sup>(5)</sup> Annualized

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

T. ROWE PRICE U.S. EQUITY RESEARCH FUND

June 30, 2023 (Unaudited)

**PORTFOLIO OF INVESTMENTS†**

**Shares/Par**

**\$ Value**

(Cost and value in \$000s)

**COMMON STOCKS 99.4%**

**COMMUNICATION SERVICES 8.2%**

**Diversified Telecommunication Services 0.3%**

AT&T	447,187	7,133
Verizon Communications	842,999	31,351
		38,484

**Entertainment 1.4%**

Activision Blizzard (1)	279,773	23,585
Netflix (1)	219,935	96,879
Walt Disney (1)	600,078	53,575
		174,039

**Interactive Media & Services 5.5%**

Alphabet, Class A (1)	1,534,345	183,661
Alphabet, Class C (1)	2,217,217	268,217
Meta Platforms, Class A (1)	784,141	225,033
		676,911

**Media 0.2%**

Charter Communications, Class A (1)	32,428	11,913
Comcast, Class A	411,538	17,099
		29,012

**Wireless Telecommunication Services 0.8%**

T-Mobile U.S. (1)	736,537	102,305
		102,305
Total Communication Services		1,020,751

**CONSUMER DISCRETIONARY 10.7%**

**Automobile Components 0.2%**

Aptiv (1)	174,106	17,774
Magna International	177,140	9,998
		27,772

**Automobiles 1.7%**

Tesla (1)	801,744	209,872
		209,872

**Broadline Retail 3.2%**

Amazon.com (1)	2,990,439	389,834
		389,834

**Distributors 0.1%**

Genuine Parts	48,054	8,132
		8,132

	Shares/Par	\$ Value
(Cost and value in \$000s)		
<b>Hotels, Restaurants &amp; Leisure 2.4%</b>		
Booking Holdings (1)	13,988	37,772
Chipotle Mexican Grill (1)	18,719	40,040
Hilton Worldwide Holdings	170,384	24,799
Las Vegas Sands (1)	444,530	25,783
Marriott International, Class A	54,895	10,084
McDonald's	278,040	82,970
Royal Caribbean Cruises (1)	178,930	18,562
Starbucks	339,194	33,601
Wynn Resorts	140,634	14,852
		288,463
<b>Household Durables 0.2%</b>		
NVR (1)	3,353	21,294
		21,294
<b>Specialty Retail 2.4%</b>		
AutoZone (1)	11,037	27,519
Burlington Stores (1)	103,094	16,226
Home Depot	359,915	111,804
Lowe's	123,901	27,964
O'Reilly Automotive (1)	42,469	40,571
Ross Stores	303,456	34,027
TJX	327,857	27,799
Ulta Beauty (1)	31,153	14,660
		300,570
<b>Textiles, Apparel &amp; Luxury Goods 0.5%</b>		
NIKE, Class B	559,642	61,768
		61,768
Total Consumer Discretionary		1,307,705
<b>CONSUMER STAPLES 6.8%</b>		
<b>Beverages 2.0%</b>		
Coca-Cola	1,355,213	81,611
Constellation Brands, Class A	161,204	39,677
Keurig Dr Pepper	782,817	24,479
Monster Beverage (1)	461,901	26,531
PepsiCo	406,110	75,220
		247,518
<b>Consumer Staples Distribution &amp; Retail 1.8%</b>		
Costco Wholesale	146,266	78,747
Dollar General	113,152	19,211
Dollar Tree (1)	104,841	15,045
Sysco	216,666	16,076

	Shares/Par	\$ Value
(Cost and value in \$000s)		
Walmart	547,340	86,031
		215,110
<b>Food Products 0.5%</b>		
Darling Ingredients (1)	88,634	5,654
Kraft Heinz	78,545	2,788
Mondelez International, Class A	664,648	48,479
Tyson Foods, Class A	89,666	4,577
		61,498
<b>Household Products 1.3%</b>		
Colgate-Palmolive	335,240	25,827
Kimberly-Clark	36,784	5,078
Procter & Gamble	819,385	124,334
		155,239
<b>Personal Care Products 0.4%</b>		
elf Beauty (1)	55,201	6,306
Estee Lauder, Class A	112,593	22,111
Kenvue (1)	757,345	20,009
		48,426
<b>Tobacco 0.8%</b>		
Altria Group	481,171	21,797
Philip Morris International	765,421	74,720
		96,517
Total Consumer Staples		824,308
<b>ENERGY 3.9%</b>		
<b>Energy Equipment &amp; Services 0.3%</b>		
Halliburton	235,245	7,761
Schlumberger	642,958	31,582
		39,343
<b>Oil, Gas &amp; Consumable Fuels 3.6%</b>		
Chesapeake Energy	42,337	3,543
Chevron	576,144	90,656
ConocoPhillips	627,878	65,054
EOG Resources	288,063	32,966
EQT	123,253	5,069
Exxon Mobil	1,443,150	154,778
Hess	185,289	25,190
Marathon Petroleum	232,898	27,156
Pioneer Natural Resources	67,873	14,062
Suncor Energy	255,686	7,497
Valero Energy	79,067	9,275

	Shares/Par	\$ Value
(Cost and value in \$000s)		
Williams	220,962	7,210
		442,456
Total Energy		481,799
<b>FINANCIALS 13.2%</b>		
<b>Banks 3.1%</b>		
Bank of America	1,874,507	53,780
Citigroup	611,663	28,161
Fifth Third Bancorp	907,832	23,794
Huntington Bancshares	1,662,916	17,926
JPMorgan Chase	906,242	131,804
Regions Financial	172,246	3,069
Truist Financial	139,587	4,237
U.S. Bancorp	1,031,306	34,074
Wells Fargo	1,962,566	83,762
Western Alliance Bancorp	104,043	3,795
		384,402
<b>Capital Markets 2.6%</b>		
Ares Management, Class A	161,455	15,556
Bank of New York Mellon	391,278	17,420
BlackRock	22,449	15,515
Cboe Global Markets	109,380	15,096
Charles Schwab	804,611	45,605
CME Group	105,921	19,626
Goldman Sachs Group	81,305	26,224
Intercontinental Exchange	286,107	32,353
MarketAxess Holdings	24,585	6,427
Moody's	73,362	25,510
Morgan Stanley	537,490	45,902
MSCI	24,866	11,669
S&P Global	98,628	39,539
		316,442
<b>Consumer Finance 0.4%</b>		
American Express	190,831	33,243
Capital One Financial	51,771	5,662
Discover Financial Services	62,140	7,261
		46,166
<b>Financial Services 5.1%</b>		
Apollo Global Management	226,877	17,426
Berkshire Hathaway, Class B (1)	457,538	156,020
Corebridge Financial	1,785,658	31,535
Equitable Holdings	938,173	25,481
Fiserv (1)	432,216	54,524
FleetCor Technologies (1)	202,674	50,887

	Shares/Par	\$ Value
(Cost and value in \$000s)		
Global Payments	346,179	34,106
Mastercard, Class A	289,727	113,950
Visa, Class A	602,991	143,198
		627,127
<b>Insurance 2.0%</b>		
American International Group	921,607	53,029
Chubb	318,126	61,258
Hartford Financial Services Group	626,831	45,144
Marsh & McLennan	139,355	26,210
MetLife	742,318	41,963
RenaissanceRe Holdings	112,875	21,054
		248,658
Total Financials		1,622,795
<b>HEALTH CARE 14.2%</b>		
<b>Biotechnology 2.0%</b>		
AbbVie	638,852	86,073
Amgen	137,940	30,625
Apellis Pharmaceuticals (1)	64,417	5,868
Biogen (1)	50,934	14,509
Gilead Sciences	263,025	20,271
Moderna (1)	51,599	6,269
Regeneron Pharmaceuticals (1)	49,636	35,666
Vertex Pharmaceuticals (1)	136,487	48,031
		247,312
<b>Health Care Equipment &amp; Supplies 3.0%</b>		
Abbott Laboratories	343,493	37,448
Baxter International	537,088	24,470
Becton Dickinson & Company	137,090	36,193
Boston Scientific (1)	180,372	9,756
DENTSPLY SIRONA	220,891	8,840
Dexcom (1)	232,407	29,867
Intuitive Surgical (1)	179,013	61,212
Medtronic	569,818	50,201
STERIS	77,090	17,344
Stryker	146,565	44,715
Teleflex	87,283	21,125
Zimmer Biomet Holdings	201,657	29,361
		370,532
<b>Health Care Providers &amp; Services 3.0%</b>		
AmerisourceBergen	94,996	18,280
Cigna Group	155,869	43,737
Elevance Health	130,341	57,909
HCA Healthcare	33,667	10,218

	Shares/Par	\$ Value
(Cost and value in \$000s)		
Humana	67,200	30,047
McKesson	80,195	34,268
Molina Healthcare (1)	61,884	18,642
UnitedHealth Group	321,324	154,441
		367,542
<b>Life Sciences Tools &amp; Services 1.7%</b>		
Agilent Technologies	239,812	28,837
Avantor (1)	558,637	11,474
Charles River Laboratories International (1)	45,682	9,605
Danaher	185,662	44,559
ICON (1)	22,300	5,580
Illumina (1)	49,000	9,187
IQVIA Holdings (1)	33,805	7,598
Thermo Fisher Scientific	150,676	78,615
West Pharmaceutical Services	20,116	7,694
		203,149
<b>Pharmaceuticals 4.5%</b>		
AstraZeneca, ADR	268,364	19,207
Bristol-Myers Squibb	140,138	8,962
Eli Lilly	393,329	184,463
Johnson & Johnson	751,177	124,335
Merck	718,147	82,867
Novo Nordisk, ADR	149,676	24,222
Pfizer	929,615	34,098
Viatis	2,648,220	26,429
Zoetis	240,844	41,476
		546,059
Total Health Care		1,734,594
<b>INDUSTRIALS &amp; BUSINESS SERVICES 7.6%</b>		
<b>Aerospace &amp; Defense 1.5%</b>		
Boeing (1)	158,705	33,512
General Dynamics	75,530	16,250
Howmet Aerospace	51,361	2,546
Huntington Ingalls Industries	48,613	11,064
L3Harris Technologies	123,161	24,111
Northrop Grumman	60,687	27,661
Raytheon Technologies	346,791	33,972
TransDigm Group	38,001	33,980
		183,096
<b>Air Freight &amp; Logistics 0.2%</b>		
FedEx	100,910	25,016
		25,016

	Shares/Par	\$ Value
(Cost and value in \$000s)		
<b>Building Products 0.4%</b>		
Carrier Global	509,743	25,339
Johnson Controls International	142,792	9,730
Trane Technologies	46,646	8,922
		43,991
<b>Commercial Services &amp; Supplies 0.5%</b>		
Cintas	27,240	13,541
Copart (1)	135,922	12,397
Republic Services	74,178	11,362
Waste Connections	170,106	24,313
		61,613
<b>Construction &amp; Engineering 0.0%</b>		
WillScot Mobile Mini Holdings (1)	51,270	2,450
		2,450
<b>Electrical Equipment 0.3%</b>		
AMETEK	159,297	25,787
Emerson Electric	50,849	4,596
Rockwell Automation	31,019	10,219
		40,602
<b>Ground Transportation 1.2%</b>		
Canadian Pacific Kansas City	61,215	4,944
CSX	90,100	3,072
JB Hunt Transport Services	110,637	20,029
Norfolk Southern	95,056	21,555
Old Dominion Freight Line	104,148	38,509
Saia (1)	57,558	19,708
Union Pacific	195,850	40,075
		147,892
<b>Industrial Conglomerates 1.8%</b>		
3M	105,609	10,570
General Electric	816,552	89,698
Honeywell International	316,422	65,658
Roper Technologies	111,062	53,399
		219,325
<b>Machinery 1.4%</b>		
Caterpillar	58,369	14,362
Cummins	200,552	49,167
Ingersoll Rand	438,698	28,673
Otis Worldwide	243,627	21,685
PACCAR	190,289	15,918
Stanley Black & Decker	407,926	38,227
		168,032



	Shares/Par	\$ Value
(Cost and value in \$000s)		
<b>Passenger Airlines 0.2%</b>		
Alaska Air Group (1)	48,001	2,553
Southwest Airlines	324,812	11,761
United Airlines Holdings (1)	139,299	7,643
		21,957
<b>Professional Services 0.1%</b>		
Broadridge Financial Solutions	92,157	15,264
		15,264
<b>Trading Companies &amp; Distributors 0.0%</b>		
United Rentals	8,209	3,656
		3,656
Total Industrials & Business Services		932,894
<b>INFORMATION TECHNOLOGY 28.0%</b>		
<b>Communications Equipment 0.3%</b>		
Arista Networks (1)	110,136	17,848
Cisco Systems	328,001	16,971
		34,819
<b>Electronic Equipment, Instruments &amp; Components 0.3%</b>		
Amphenol, Class A	9,639	819
Teledyne Technologies (1)	57,349	23,577
Trimble (1)	286,760	15,181
		39,577
<b>IT Services 1.0%</b>		
Accenture, Class A	371,341	114,589
Cognizant Technology Solutions, Class A	101,277	6,611
		121,200
<b>Semiconductors &amp; Semiconductor Equipment 7.2%</b>		
Advanced Micro Devices (1)	475,644	54,181
Applied Materials	182,780	26,419
ASML Holding	26,374	19,115
Broadcom	168,075	145,793
Enphase Energy (1)	28,357	4,749
Entegris	148,000	16,401
First Solar (1)	19,577	3,722
Intel	814,300	27,230
KLA	95,082	46,117
Lam Research	66,195	42,554
Lattice Semiconductor (1)	133,539	12,829
Marvell Technology	292,160	17,465
Monolithic Power Systems	38,637	20,873
NVIDIA	979,443	414,324
ON Semiconductor (1)	291,069	27,529

	Shares/Par	\$ Value
(Cost and value in \$000s)		
SolarEdge Technologies (1)	28,778	7,743
		887,044
<b>Software 11.0%</b>		
Adobe (1)	170,322	83,286
Cadence Design Systems (1)	164,129	38,492
Descartes Systems Group (1)	129,083	10,341
DocuSign (1)	496,556	25,369
Fair Isaac (1)	7,392	5,982
Fortinet (1)	407,402	30,795
Gen Digital	1,163,439	21,582
Intuit	146,558	67,151
Microsoft	2,571,057	875,548
Salesforce (1)	530,893	112,156
ServiceNow (1)	44,892	25,228
Synopsys (1)	107,998	47,023
Zoom Video Communications, Class A (1)	43,940	2,983
		1,345,936
<b>Technology Hardware, Storage &amp; Peripherals 8.2%</b>		
Apple	4,941,500	958,503
Pure Storage, Class A (1)	817,194	30,089
Western Digital (1)	342,530	12,992
		1,001,584
Total Information Technology		3,430,160
<b>MATERIALS 2.2%</b>		
<b>Chemicals 1.4%</b>		
Air Products & Chemicals	18,414	5,516
CF Industries Holdings	216,945	15,060
FMC	51,433	5,367
Linde	253,557	96,625
Nutrien	93,448	5,518
RPM International	125,559	11,266
Sherwin-Williams	109,400	29,048
		168,400
<b>Construction Materials 0.1%</b>		
Vulcan Materials	77,931	17,569
		17,569
<b>Containers &amp; Packaging 0.4%</b>		
Avery Dennison	61,884	10,632
Ball	287,211	16,719
Packaging Corp. of America	42,505	5,617
Sealed Air	150,870	6,035

	Shares/Par	\$ Value
(Cost and value in \$000s)		
Westrock	231,563	6,731
		45,734
<b>Metals &amp; Mining 0.2%</b>		
Freeport-McMoRan	219,878	8,795
Newmont	142,628	6,085
Steel Dynamics	52,385	5,706
		20,586
<b>Paper &amp; Forest Products 0.1%</b>		
West Fraser Timber (2)	146,885	12,629
		12,629
Total Materials		264,918
<b>REAL ESTATE 2.0%</b>		
<b>Health Care Real Estate Investment Trusts 0.2%</b>		
Welltower, REIT	252,439	20,420
		20,420
<b>Industrial Real Estate Investment Trusts 0.5%</b>		
Prologis, REIT	332,990	40,834
Rexford Industrial Realty, REIT	326,516	17,051
		57,885
<b>Real Estate Management &amp; Development 0.0%</b>		
CoStar Group (1)	63,208	5,625
		5,625
<b>Residential Real Estate Investment Trusts 0.3%</b>		
American Homes 4 Rent, Class A, REIT	185,942	6,592
AvalonBay Communities, REIT	77,759	14,717
Equity LifeStyle Properties, REIT	91,800	6,141
Essex Property Trust, REIT	41,662	9,761
Sun Communities, REIT	38,557	5,030
		42,241
<b>Retail Real Estate Investment Trusts 0.1%</b>		
Simon Property Group, REIT	105,435	12,176
		12,176
<b>Specialized Real Estate Investment Trusts 0.9%</b>		
American Tower, REIT	137,005	26,571
Equinix, REIT	36,061	28,270
Extra Space Storage, REIT	74,606	11,105
Public Storage, REIT	68,420	19,970
SBA Communications, REIT	105,827	24,526
Weyerhaeuser, REIT	131,356	4,402
		114,844
Total Real Estate		253,191

	Shares/Par	\$ Value
(Cost and value in \$000s)		
<b>UTILITIES 2.6%</b>		
<b>Electric Utilities 1.5%</b>		
Evergy	351,609	20,541
FirstEnergy	647,095	25,159
NextEra Energy	390,916	29,006
PG&E (1)	2,947,045	50,925
Southern	831,360	58,403
Xcel Energy	58,953	3,665
		187,699
<b>Multi-Utilities 1.1%</b>		
Ameren	254,116	20,754
CMS Energy	359,914	21,145
Dominion Energy	1,021,436	52,900
DTE Energy	182,868	20,119
Sempra Energy	101,837	14,826
WEC Energy Group	28,044	2,475
		132,219
Total Utilities		319,918
<b>Total Common Stocks (Cost \$9,268,459)</b>		<b>12,193,033</b>
<b>SHORT-TERM INVESTMENTS 0.5%</b>		
<b>Money Market Funds 0.4%</b>		
T. Rowe Price Treasury Reserve Fund, 5.11% (3)(4)	49,134,721	49,135
		49,135
<b>U.S. Treasury Obligations 0.1%</b>		
U.S. Treasury Bills, 5.248%, 12/14/23 (5)	3,620,000	3,534
		3,534
<b>Total Short-Term Investments (Cost \$52,670)</b>		<b>52,669</b>

Shares/Par \$ Value

(Cost and value in \$000s)

**SECURITIES LENDING COLLATERAL 0.0%**

**INVESTMENTS IN A POOLED ACCOUNT THROUGH  
SECURITIES LENDING PROGRAM WITH STATE STREET BANK  
AND TRUST COMPANY 0.0%**

**Money Market Funds 0.0%**

T. Rowe Price Government Reserve Fund, 5.13% (3)(4)	4,364,250	4,364
---	-----------	-------

<b>Total Investments in a Pooled Account through Securities Lending Program with State Street Bank and Trust Company</b>		<b>4,364</b>
--	--	--------------

<b>Total Securities Lending Collateral (Cost \$4,364)</b>		<b>4,364</b>
---	--	--------------

**Total Investments in Securities**

**99.9% of Net Assets**

<b>(Cost \$9,325,493)</b>		<b>\$ 12,250,066</b>
---------------------------	--	----------------------

‡ Shares/Par and Notional Amount are denominated in U.S. dollars unless otherwise noted.

(1) Non-income producing

(2) See Note 4. All or a portion of this security is on loan at June 30, 2023.

(3) Seven-day yield

(4) Affiliated Companies

(5) At June 30, 2023, all or a portion of this security is pledged as collateral and/or margin deposit to cover future funding obligations.

ADR American Depositary Receipts

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

**FUTURES CONTRACTS**

(\$000s)

	Expiration Date	Notional Amount		Value and Unrealized Gain (Loss)
Long, 250 S&P 500 E-Mini Index contracts	9/23	56,103	\$	1,200
<b>Net payments (receipts) of variation margin to date</b>				<b>(612)</b>
<b>Variation margin receivable (payable) on open futures contracts</b>			<b>\$</b>	<b>588</b>

**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 six months ended June 30, 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 Treasury Reserve Fund, 5.11%	\$ —	\$ —	\$ 895 <sup>++</sup>
Totals	\$ — <sup>#</sup>	\$ —	\$ 895 <sup>+</sup>

**Supplementary Investment Schedule**

Affiliate	Value 12/31/22	Purchase Cost	Sales Cost	Value 06/30/23
T. Rowe Price Government Reserve Fund, 5.13%	\$ —	□	□	\$ 4,364
T. Rowe Price Treasury Reserve Fund, 5.11%	63,344	□	□	49,135
Total			\$	53,499 <sup>^</sup>

# 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 4.

+ Investment income comprised \$895 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 \$53,499.

T. ROWE PRICE U.S. EQUITY RESEARCH FUND

June 30, 2023 (Unaudited)

**STATEMENT OF ASSETS AND LIABILITIES**

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

**Assets**

Investments in securities, at value (cost \$9,325,493)	\$ 12,250,066
Receivable for investment securities sold	34,910
Receivable for shares sold	18,186
Dividends and interest receivable	8,381
Due from affiliates	1,105
Variation margin receivable on futures contracts	588
Foreign currency (cost \$89)	89
Other assets	518
Total assets	<u>12,313,843</u>

**Liabilities**

Payable for shares redeemed	19,298
Payable for investment securities purchased	18,575
Obligation to return securities lending collateral	4,364
Investment management fees payable	3,269
Payable to directors	10
Other liabilities	721
Total liabilities	<u>46,237</u>

**NET ASSETS**

**\$ 12,267,606**



T. ROWE PRICE U.S. EQUITY RESEARCH FUND

June 30, 2023 (Unaudited)

**STATEMENT OF ASSETS AND LIABILITIES**

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

**Net Assets Consist of:**

Total distributable earnings (loss)	\$	2,794,042
Paid-in capital applicable to 284,426,073 shares of \$0.0001 par value capital stock outstanding; 1,000,000,000 shares authorized		9,473,564

<b>NET ASSETS</b>	<b>\$</b>	<b><u>12,267,606</u></b>
-------------------	-----------	--------------------------

**NET ASSET VALUE PER SHARE**

<b>Investor Class</b>		
(Net assets: \$3,541,717; Shares outstanding: 82,115,412)	\$	<u>43.13</u>
<b>Advisor Class</b>		
(Net assets: \$43,538; Shares outstanding: 1,011,815)	\$	<u>43.03</u>
<b>R Class</b>		
(Net assets: \$91,070; Shares outstanding: 2,139,286)	\$	<u>42.57</u>
<b>I Class</b>		
(Net assets: \$4,463,235; Shares outstanding: 103,374,375)	\$	<u>43.18</u>
<b>Z Class</b>		
(Net assets: \$4,128,046; Shares outstanding: 95,785,185)	\$	<u>43.10</u>

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

T. ROWE PRICE U.S. EQUITY RESEARCH FUND

(Unaudited)

**STATEMENT OF OPERATIONS**

(\$000s)

		6 Months Ended 6/30/23
<b>Investment Income (Loss)</b>		
Income		
Dividend (net of foreign taxes of \$223)	\$	85,850
Interest		78
Securities lending		5
Total income		85,933
Expenses		
Investment management		19,185
Shareholder servicing		
Investor Class	\$	1,709
Advisor Class		26
R Class		68
I Class		117
		1,920
Rule 12b-1 fees		
Advisor Class		48
R Class		215
		263
Prospectus and shareholder reports		
Investor Class		75
R Class		1
I Class		96
Z Class		1
		173
Custody and accounting		215
Proxy and annual meeting		149
Registration		121
Directors		20
Legal and audit		13
Miscellaneous		39
Waived / paid by Price Associates		(7,057)
Total expenses		15,041
Net investment income		70,892

(Unaudited)

**STATEMENT OF OPERATIONS**

(\$000s)

	6 Months Ended 6/30/23
<b>Realized and Unrealized Gain / Loss</b>	
Net realized gain (loss)	
Securities	399,522
Futures	4,705
Net realized gain	404,227
Change in net unrealized gain / loss	
Securities	1,599,277
Futures	1,177
Other assets and liabilities denominated in foreign currencies	(1)
Change in net unrealized gain / loss	1,600,453
Net realized and unrealized gain / loss	2,004,680
<b>INCREASE IN NET ASSETS FROM OPERATIONS</b>	<b>\$ 2,075,572</b>

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

T. ROWE PRICE U.S. EQUITY RESEARCH FUND

(Unaudited)

**STATEMENT OF CHANGES IN NET ASSETS**

(\$000s)

	6 Months Ended 6/30/23	Year Ended 12/31/22
<b>Increase (Decrease) in Net Assets</b>		
Operations		
Net investment income	\$ 70,892	\$ 124,781
Net realized gain (loss)	404,227	(379,507)
Change in net unrealized gain / loss	1,600,453	(1,960,220)
Increase (decrease) in net assets from operations	2,075,572	(2,214,946)
Distributions to shareholders		
Net earnings		
Investor Class	-	(40,346)
Advisor Class	-	(345)
R Class	-	(590)
I Class	-	(56,668)
Z Class	-	(67,664)
Decrease in net assets from distributions	-	(165,613)
Capital share transactions*		
Shares sold		
Investor Class	291,924	1,733,645
Advisor Class	4,616	21,595
R Class	7,303	25,267
I Class	297,245	1,640,674
Z Class	193,254	3,927,421
Distributions reinvested		
Investor Class	-	39,970
Advisor Class	-	344
R Class	-	590
I Class	-	56,186
Z Class	-	67,664
Shares redeemed		
Investor Class	(477,441)	(1,874,812)
Advisor Class	(4,785)	(12,252)
R Class	(12,990)	(22,416)
I Class	(728,496)	(1,073,449)
Z Class	(736,299)	(279,023)
Increase (decrease) in net assets from capital share transactions	(1,165,669)	4,251,404

T. ROWE PRICE U.S. EQUITY RESEARCH FUND

(Unaudited)

**STATEMENT OF CHANGES IN NET ASSETS**

(\$000s)

	6 Months Ended 6/30/23	Year Ended 12/31/22
<b>Net Assets</b>		
Increase during period	909,903	1,870,845
Beginning of period	11,357,703	9,486,858
<b>End of period</b>	<b>\$ 12,267,606</b>	<b>\$ 11,357,703</b>
*Share information (000s)		
Shares sold		
Investor Class	7,346	45,406
Advisor Class	116	548
R Class	188	663
I Class	7,514	40,943
Z Class	5,065	96,561
Distributions reinvested		
Investor Class	-	1,054
Advisor Class	-	9
R Class	-	16
I Class	-	1,481
Z Class	-	1,790
Shares redeemed		
Investor Class	(12,187)	(48,986)
Advisor Class	(122)	(326)
R Class	(331)	(579)
I Class	(18,796)	(27,632)
Z Class	(17,736)	(7,368)
Increase (decrease) in shares outstanding	(28,943)	103,580

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

**NOTES TO FINANCIAL STATEMENTS**

T. Rowe Price U.S. Equity Research Fund, Inc. (the fund) is registered under the Investment Company Act of 1940 (the 1940 Act) as a diversified, open-end management investment company. The fund seeks to provide long-term capital growth by investing primarily in U.S. common stocks. The fund has five classes of shares: the U.S. Equity Research Fund (Investor Class), the U.S. Equity Research Fund–Advisor Class (Advisor Class), the U.S. Equity Research Fund–R Class (R Class), the U.S. Equity Research Fund–I Class (I Class) and the U.S. Equity Research Fund–Z Class (Z Class). Advisor Class shares are sold only through various brokers and other financial intermediaries, and R Class shares are available through financial intermediaries for employer-sponsored defined contribution retirement plans and certain other retirement accounts. 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 Z Class is only available to funds advised by T. Rowe Price Associates, Inc. and its affiliates and other clients that are subject to a contractual fee for investment management services. The Advisor Class and R Class each operate under separate Board-approved Rule 12b-1 plans, pursuant to which each class compensates financial intermediaries for distribution, shareholder servicing, and/or certain administrative services; the Investor, I and Z 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. Premiums and discounts on debt securities are amortized for financial reporting purposes. Income tax-related interest and penalties, if incurred, are recorded as income tax expense. Dividends received from other investment companies are reflected as dividend 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 and R Class each pay Rule 12b-1 fees, in an amount not exceeding 0.25% and 0.50%, respectively, of the class's average daily net assets.

**In-Kind Redemptions** In accordance with guidelines described in the fund's prospectus, and when considered to be in the best interest of all shareholders, the fund may distribute portfolio securities rather than cash as payment for a redemption of fund shares (in-kind redemption). Gains and losses realized on in-kind redemptions are not recognized for tax purposes and are reclassified from undistributed realized gain (loss) to paid-in capital. During the six months ended June 30, 2023, the fund realized \$356,053,000 of net gain on \$586,181,000 of in-kind redemptions.

**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.

Debt securities generally are traded in the over-the-counter (OTC) market and are valued at prices furnished by independent pricing services or by broker dealers who make markets in such securities. When valuing securities, the independent pricing services consider factors such as, but not limited to, the yield or price of bonds of comparable quality, coupon, maturity, and type, as well as prices quoted by dealers who make markets in such securities.

Investments in mutual funds are valued at the mutual fund's closing NAV per share on the day of valuation. Futures contracts are valued at closing settlement prices. 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 June 30, 2023 (for further detail by category, please refer to the accompanying Portfolio of Investments):

(\$000s)	Level 1	Level 2	Level 3	Total Value
<b>Assets</b>				
Common Stocks	\$ 12,193,033	\$ —	\$ —	\$ 12,193,033
Short-Term Investments	49,135	3,534	—	52,669
Securities Lending Collateral	4,364	—	—	4,364
Total Securities	12,246,532	3,534	—	12,250,066
Futures Contracts*	1,200	—	—	1,200
Total	\$ 12,247,732	\$ 3,534	\$ —	\$ 12,251,266

\* The fair value presented includes cumulative gain (loss) on open futures contracts; however, the net value reflected on the accompanying Portfolio of Investments is only the unsettled variation margin receivable (payable) at that date.

### NOTE 3 - DERIVATIVE INSTRUMENTS

During the six months ended June 30, 2023, the fund invested in derivative instruments. As defined by GAAP, a derivative is a financial instrument whose value is derived from an underlying security price, foreign exchange rate, interest rate, index of prices or rates, or other variable; it requires little or no initial investment and permits or requires net settlement. The fund invests in derivatives only if the expected risks and rewards are consistent with its investment objectives, policies, and overall risk profile, as described in its prospectus and Statement of Additional Information. The fund may use derivatives for a variety of purposes and may use them to establish both long and short positions within the fund's portfolio. Potential uses include to hedge against declines in principal value, increase yield, invest in an asset with greater efficiency and at a lower cost than is possible through direct investment, to enhance return, or to adjust credit exposure. The risks associated with the use of derivatives are different from, and potentially much greater than, the risks associated with investing directly in the instruments on which the derivatives are based.

The fund values its derivatives at fair value and recognizes changes in fair value currently in its results of operations. Accordingly, the fund does not follow hedge accounting, even for derivatives employed as economic hedges. Generally, the fund

accounts for its derivatives on a gross basis. It does not offset the fair value of derivative liabilities against the fair value of derivative assets on its financial statements, nor does it offset the fair value of derivative instruments against the right to reclaim or obligation to return collateral. The following table summarizes the fair value of the fund's derivative instruments held as of June 30, 2023, and the related location on the accompanying Statement of Assets and Liabilities, presented by primary underlying risk exposure:

(\$000s)	Location on Statement of Assets and Liabilities	Fair Value*
<b>Assets</b>		
Equity derivatives	Futures	\$ 1,200
Total		\$ 1,200

\* The fair value presented includes cumulative gain (loss) on open futures contracts; however, the value reflected on the accompanying Statement of Assets and Liabilities is only the unsettled variation margin receivable (payable) at that date.

Additionally, the amount of gains and losses on derivative instruments recognized in fund earnings during the six months ended June 30, 2023, and the related location on the accompanying Statement of Operations is summarized in the following table by primary underlying risk exposure:

(\$000s)	Location of Gain (Loss) on Statement of Operations	
		Futures
<b>Realized Gain (Loss)</b>		
Equity derivatives		\$ 4,705
Total		\$ 4,705
<b>Change in Unrealized Gain (Loss)</b>		
Equity derivatives		\$ 1,177
Total		\$ 1,177

**Counterparty Risk and Collateral** The fund invests in exchange-traded and/or centrally cleared derivative contracts, such as futures, exchange-traded options, and centrally cleared swaps. Counterparty risk on such derivatives is minimal because the clearinghouse provides protection against counterparty defaults. For futures and centrally cleared swaps, the fund is required to deposit collateral in an amount specified by the clearinghouse and the clearing firm (margin requirement), and the margin requirement must be maintained over the life of the contract. Each clearinghouse and clearing firm, in its sole discretion, may adjust the margin requirements applicable to the fund.

Collateral may be in the form of cash or debt securities issued by the U.S. government or related agencies. Cash posted by the fund is reflected as cash deposits in the accompanying financial statements and generally is restricted from withdrawal by the fund; securities posted by the fund are so noted in the accompanying Portfolio of Investments; both remain in the fund's assets. While typically not sold in the same manner as equity or fixed income securities, exchange-traded or centrally cleared derivatives may be closed out only on the exchange or clearinghouse where the contracts were cleared. This ability is subject to the liquidity of underlying positions. As of June 30, 2023, securities valued at \$2,526,000 had been posted by the fund for exchange-traded and/or centrally cleared derivatives.

**Futures Contracts** The fund is subject to equity price risk in the normal course of pursuing its investment objectives and uses futures contracts to help manage such risk. The fund may enter into futures contracts to manage exposure to interest rates, security prices, foreign currencies, and credit quality; as an efficient means of adjusting exposure to all or part of a target market; to enhance income; as a cash management tool; or to adjust credit exposure. A futures contract provides for the future sale by one party and purchase by another of a specified amount of a specific underlying financial instrument at an agreed-upon price, date, time, and place. The fund currently invests only in exchange-traded futures, which generally are standardized as to maturity date, underlying financial instrument, and other contract terms. Payments are made or received by the fund each day to settle daily fluctuations in the value of the contract (variation margin), which reflect changes in the value of the underlying financial instrument. Variation margin is recorded as unrealized gain or loss until the contract is closed. The value of a futures contract included in net assets is the amount of unsettled variation margin; net variation margin receivable is reflected as an asset and net variation margin payable is reflected as a liability on the accompanying Statement of Assets and Liabilities. Risks related to the use of futures contracts include possible illiquidity of the futures markets, contract prices that can be highly volatile and imperfectly correlated to movements in hedged security values, and potential losses in

excess of the fund's initial investment. During the six months ended June 30, 2023, the volume of the fund's activity in futures, based on underlying notional amounts, was generally less than 1% of net assets.

#### **NOTE 4 - 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.

**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 June 30, 2023, the value of loaned securities was \$4,351,000; the value of cash collateral and related investments was \$4,364,000.

**Other** Purchases and sales of portfolio securities other than short-term securities aggregated \$2,914,225,000 and \$4,026,578,000, respectively, for the six months ended June 30, 2023.

## **NOTE 5 - 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. Financial reporting records are adjusted for permanent book/tax differences to reflect tax character but are not adjusted for temporary differences. The amount and character of tax-basis distributions and composition of net assets are finalized at fiscal year-end; accordingly, tax-basis balances have not been determined as of the date of this report.

The fund intends to retain realized gains to the extent of available capital loss carryforwards. Net realized capital losses may be carried forward indefinitely to offset future realized capital gains. As of December 31, 2022, the fund had \$392,941,000 of available capital loss carryforwards.

At June 30, 2023, the cost of investments (including derivatives, if any) for federal income tax purposes was \$9,541,150,000. Net unrealized gain aggregated \$2,710,115,000 at period-end, of which \$3,059,128,000 related to appreciated investments and \$349,013,000 related to depreciated investments.

## **NOTE 6 - 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 7 - 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 0.04% 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 June 30, 2023, the effective annual group fee rate was 0.29%. Effective November 1, 2019, Price Associates has agreed to permanently waive a portion of the fund's annual investment management fee in order to limit the fund's management fees to 0.33% of the fund's average daily net assets. This agreement can only be modified or terminated with approval by the fund's shareholders. The fund has no obligation to repay fees waived under this arrangement. No management fees were waived under this arrangement for the six months ended June 30, 2023.

Effective June 1, 2023, the Advisor Class and R Class are each subject to a contractual expense limitation through the expense limitation dates indicated in the table below. During the limitation period, Price Associates is required to waive its management fee 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.

The Z Class is also subject to a contractual expense limitation agreement whereby Price Associates has agreed to waive and/or bear all of the Z Class' expenses (excluding interest; expenses related to borrowings, taxes, and brokerage; non-recurring, extraordinary expenses; and acquired fund fees and expenses) in their entirety. This fee waiver and/or expense reimbursement arrangement is expected to remain in place indefinitely, and the agreement may only be amended or terminated with approval by the fund's Board. Expenses of the fund waived/paid by the manager are not subject to later repayment by the fund.

Pursuant to these agreements, expenses were waived/paid by and/or repaid to Price Associates during the six months ended June 30, 2023 as indicated in the table below. At June 30, 2023, there were no amounts subject to repayment by the fund. 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.

	Advisor Class	R Class	I Class	Z Class
Expense limitation/I Class Limit	0.93%	1.18%	0.04%	0.00%
Expense limitation date	04/30/24	04/30/24	04/30/24	N/A
(Waived)/repaid during the period (\$000s)	\$—	\$—	\$—	\$(7,057)

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, R Class and Advisor Class. For the six months ended June 30, 2023, expenses incurred pursuant to these service agreements were \$58,000 for Price Associates; \$340,000 for T. Rowe Price Services, Inc.; and \$8,000 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.

Additionally, the fund is one of several mutual funds in which certain college savings plans managed by Price Associates invests. As approved by the fund's Board of Directors, shareholder servicing costs associated with each college savings plan are borne by the fund in proportion to the average daily value of its shares owned by the college savings plan. Price has agreed to waive/reimburse shareholder servicing costs in excess of 0.05% of the fund's average daily value of its shares owned by the college savings plan. Any amounts waived/paid by Price under this voluntary agreement are not subject to repayment by the fund. Price may amend or terminate this voluntary arrangement at any time without prior notice. For the six months ended June 30, 2023, the fund was charged \$48,000 for shareholder servicing costs related to the college savings plans, of which \$9,000 was for services provided by Price. 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. At June 30, 2023, approximately 5% of the outstanding shares of the I Class were held by college savings plans.

Mutual funds, trusts, and other accounts managed by Price Associates or its affiliates (collectively, Price Funds and accounts) may invest in the fund. No Price fund or account may invest for the purpose of exercising management or control over the fund. At June 30, 2023, approximately 100% of the Z Class's outstanding shares were held by Price Funds and accounts.

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.

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 six months ended June 30, 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 six months ended June 30, 2023, this reimbursement amounted to \$444,000, which is included in Net realized gain (loss) on Securities in the Statement of Operations.

## **NOTE 8 - OTHER MATTERS**

Unpredictable events such as environmental or natural disasters, war, terrorism, pandemics, outbreaks of infectious diseases, 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.

Since 2020, a novel strain of coronavirus (COVID-19) has resulted in disruptions to global business activity and caused significant volatility and declines in global financial markets.

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

In March 2023, the collapse of some US regional and global banks as well as overall concerns around the soundness and stability of the global banking sector has sparked concerns of a broader financial crisis impacting the overall global banking sector. In certain cases, government agencies have assumed control or otherwise intervened in the operations of certain banks due to liquidity and solvency concerns. 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.

## 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](http://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.

## RESULTS OF PROXY VOTING

A Special Meeting of Shareholders was held on July 24, 2023 for shareholders of record on April 7, 2023, to elect the following director-nominees to serve on the Board of all Price Funds. The newly elected Directors took office effective July 24, 2023.

The results of the voting were as follows:

	<b>Votes For</b>	<b>Votes Withheld</b>
Melody Bianchetto	245,967,825	559,460
Mark J. Parrell	245,839,230	677,147
Kellye L. Walker	245,966,901	561,387
Eric L. Veiel	245,817,345	696,365

Teresa Bryce Bazemore, Bruce W. Duncan, Robert J. Gerrard, Jr., Paul F. McBride and David Oestreicher continue to serve as Directors on the Board of all Price Funds.

## 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](http://sec.gov)). In addition, most T. Rowe Price funds disclose their first and third fiscal quarter-end holdings on **[troweprice.com](https://www.troweprice.com)**.

## **APPROVAL OF INVESTMENT MANAGEMENT AGREEMENT**

Each year, the fund's Board of Directors (Board) considers the continuation of the investment management agreement (Advisory Contract) between the fund and its investment adviser, T. Rowe Price Associates, Inc. (Adviser). In that regard, at a meeting held on March 6–7, 2023 (Meeting), the Board, including all of the fund's independent directors, approved the continuation of the fund's Advisory Contract. At the Meeting, the Board considered the factors and reached the conclusions described below relating to the selection of the Adviser and the approval of the Advisory Contract. The independent directors were assisted in their evaluation of the Advisory Contract by independent legal counsel from whom they received separate legal advice and with whom they met separately.

In providing information to the Board, the Adviser was guided by a detailed set of requests for information submitted by independent legal counsel on behalf of the independent directors. In considering and approving the continuation of the Advisory Contract, the Board considered the information it believed was relevant, including, but not limited to, the information discussed below. The Board considered not only the specific information presented in connection with the Meeting but also the knowledge gained over time through interaction with the Adviser about various topics. The Board meets regularly and, at each of its meetings, covers an extensive agenda of topics and materials and considers factors that are relevant to its annual consideration of the renewal of the T. Rowe Price funds' advisory contracts, including performance and the services and support provided to the funds and their shareholders.

### **Services Provided by the Adviser**

The Board considered the nature, quality, and extent of the services provided to the fund by the Adviser. These services included, but were not limited to, directing the fund's investments in accordance with its investment program and the overall management of the fund's portfolio, as well as a variety of related activities such as financial, investment operations, and administrative services; compliance; maintaining the fund's records and registrations; and shareholder communications. The Board also reviewed the background and experience of the Adviser's senior management team and investment personnel involved in the management of the fund, as well as the Adviser's compliance record. The Board concluded that the information it considered with respect to the nature, quality, and extent of the services provided by the Adviser, as well as the other factors considered at the Meeting, supported the Board's approval of the continuation of the Advisory Contract.

### **Investment Performance of the Fund**

The Board took into account discussions with the Adviser and detailed reports that it regularly receives throughout the year on relative and absolute performance for the T. Rowe Price funds. In connection with the Meeting, the Board reviewed information provided by the Adviser that compared the fund's total returns, as well as a wide variety of other previously agreed-upon performance measures and market data, against relevant benchmark indexes and peer groups of funds with similar investment programs for

**APPROVAL OF INVESTMENT MANAGEMENT AGREEMENT (CONTINUED)**

various periods through December 31, 2022. Additionally, the Board reviewed the fund's relative performance information as of September 30, 2022, which ranked the returns of the fund's Investor Class for various periods against a universe of funds with similar investment programs selected by Broadridge, an independent provider of mutual fund data. In the course of its deliberations, the Board considered performance information provided throughout the year and in connection with the Advisory Contract review at the Meeting, as well as information provided during investment review meetings conducted with portfolio managers and senior investment personnel during the course of the year regarding the fund's performance. The Board also considered relevant factors, such as overall market conditions and trends that could adversely impact the fund's performance, length of the fund's performance track record, and how closely the fund's strategies align with its benchmarks and peer groups. The Board concluded that the information it considered with respect to the fund's performance, as well as the other factors considered at the Meeting, supported the Board's approval of the continuation of the Advisory Contract.

**Costs, Benefits, Profits, and Economies of Scale**

The Board reviewed detailed information regarding the revenues received by the Adviser under the Advisory Contract and other direct and indirect benefits that the Adviser (and its affiliates) may have realized from its relationship with the fund. In considering soft-dollar arrangements pursuant to which research may be received from broker-dealers that execute the fund's portfolio transactions, the Board noted that the Adviser bears the cost of research services for all client accounts that it advises, including the T. Rowe Price funds. The Board received information on the estimated costs incurred and profits realized by the Adviser from managing the T. Rowe Price funds. The Board also reviewed estimates of the profits realized from managing the fund in particular, and the Board concluded that the Adviser's profits were reasonable in light of the services provided to the fund.

The Board also considered whether the fund benefits under the fee levels set forth in the Advisory Contract or otherwise from any economies of scale realized by the Adviser. Under the Advisory Contract, the fund pays a fee to the Adviser for investment management services composed of two components—a group fee rate based on the combined average net assets of most of the T. Rowe Price funds (including the fund) that declines at certain asset levels and an individual fund fee rate based on the fund's average daily net assets—and the fund pays its own expenses of operations. However, the fund has a contractual limitation in place whereby the Adviser has agreed to permanently waive any portion of the management fee it is entitled to receive from the fund in order to limit the fund's overall management fee rate to 0.33% of the fund's average daily net assets. Any fees waived under this management fee waiver agreement are not subject to reimbursement to the Adviser by the fund. The group fee rate decreases as total T. Rowe Price fund assets grow, which reduces the management fee rate for any fund that has a

**APPROVAL OF INVESTMENT MANAGEMENT AGREEMENT (CONTINUED)**

group fee component to its management fee, and reflects that certain resources utilized to operate the fund are shared with other T. Rowe Price funds thus allowing shareholders of those funds to share potential economies of scale. The fund's shareholders also benefit from potential economies of scale through a decline in certain operating expenses as the fund grows in size.

The fund also offers a Z Class, which serves as an underlying investment within certain T. Rowe Price fund of funds arrangements. The Adviser waives its advisory fee on the Z Class and waives or bears the Z Class's other operating expenses, with certain exceptions. The Board considered whether the advisory fee and operating expense waivers on the Z Class may present a means for cross-subsidization of the Z Class by other share classes of the fund. In that regard, the Board noted that the Z Class operating expenses are largely covered by the all-inclusive fees charged by the investing T. Rowe Price fund of funds and that any Z Class operating expenses not covered by the investing T. Rowe Price fund of funds' fees are paid by the Adviser and not by shareholders of any other share class of the fund.

In addition, the Board noted that the fund potentially shares in indirect economies of scale through the Adviser's ongoing investments in its business in support of the T. Rowe Price funds, including investments in trading systems, technology, and regulatory support enhancements, and the ability to possibly negotiate lower fee arrangements with third-party service providers. The Board concluded that the advisory fee structure for the fund provides for a reasonable sharing of benefits from any economies of scale with the fund's investors.

**Fees and Expenses**

The Board was provided with information regarding industry trends in management fees and expenses. Among other things, the Board reviewed data for peer groups that were compiled by Broadridge, which compared: (i) contractual management fees, actual management fees, nonmanagement expenses, and total expenses of the Investor Class of the fund with a group of competitor funds selected by Broadridge (Investor Class Expense Group); (ii) actual management fees and total expenses of the Advisor Class of the fund with a group of competitor funds selected by Broadridge (Advisor Class Expense Group); and (iii) actual management fees, nonmanagement expenses, and total expenses of the Investor Class of the fund with a broader set of funds within the Lipper investment classification (Expense Universe). The Board considered the fund's contractual management fee rate, actual management fee rate (which reflects the management fees actually received from the fund by the Adviser after any applicable waivers, reductions, or reimbursements), operating expenses, and total expenses (which reflect the net total expense ratio of the fund after any waivers, reductions, or reimbursements) in comparison with the information for the Broadridge peer groups. Broadridge generally constructed the peer groups by seeking the most comparable funds based on similar investment classifications and objectives, expense structure, asset size, and operating components and attributes and ranked funds into quintiles, with the



**APPROVAL OF INVESTMENT MANAGEMENT AGREEMENT (CONTINUED)**

first quintile representing the funds with the lowest relative expenses and the fifth quintile representing the funds with the highest relative expenses. The information provided to the Board indicated that the fund's contractual management fee ranked in the first quintile (Investor Class Expense Group), the fund's actual management fee rate ranked in the first quintile (Investor Class Expense Group, Expense Universe, and Advisor Class Expense Group), and the fund's total expenses ranked in the first quintile (Investor Class Expense Group, Expense Universe, and Advisor Class Expense Group).

The Board also reviewed the fee schedules for other investment portfolios with similar mandates that are advised or subadvised by the Adviser and its affiliates, including separately managed accounts for institutional and individual investors; subadvised funds; and other sponsored investment portfolios, including collective investment trusts and pooled vehicles organized and offered to investors outside the United States. Management provided the Board with information about the Adviser's responsibilities and services provided to subadvisory and other institutional account clients, including information about how the requirements and economics of the institutional business are fundamentally different from those of the proprietary mutual fund business. The Board considered information showing that the Adviser's mutual fund business is generally more complex from a business and compliance perspective than its institutional account business and considered various relevant factors, such as the broader scope of operations and oversight, more extensive shareholder communication infrastructure, greater asset flows, heightened business risks, and differences in applicable laws and regulations associated with the Adviser's proprietary mutual fund business. In assessing the reasonableness of the fund's management fee rate, the Board considered the differences in the nature of the services required for the Adviser to manage its mutual fund business versus managing a discrete pool of assets as a subadviser to another institution's mutual fund or for an institutional account and that the Adviser generally performs significant additional services and assumes greater risk in managing the fund and other T. Rowe Price funds than it does for institutional account clients, including subadvised funds.

On the basis of the information provided and the factors considered, the Board concluded that the fees paid by the fund under the Advisory Contract are reasonable.

**Approval of the Advisory Contract**

As noted, the Board approved the continuation of the Advisory Contract. No single factor was considered in isolation or to be determinative to the decision. Rather, the Board concluded, in light of a weighting and balancing of all factors considered, that it was in the best interests of the fund and its shareholders for the Board to approve the continuation of the Advisory Contract (including the fees to be charged for services thereunder).

This page intentionally left blank.

This page intentionally left blank.

This page intentionally left blank.

This page intentionally left blank.

This page intentionally left blank.

This page intentionally left blank.

# 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.*