



Vanguard Total Stock Market Index Fund

A new format, unwavering commitment

As you begin reading this report, you'll notice that we've made some improvements to the opening sections—based on feedback from you, our clients.

Page 1 starts with a new "Your Fund's Performance at a Glance," a concise, handy summary of how your fund performed during the period.

In the renamed "Chairman's Perspective," Bill McNabb will focus on enduring principles and investment insights.

We've modified some tables, and eliminated some redundancy, but we haven't removed any information.

At Vanguard, we're always looking for better ways to communicate and to help you make sound investment decisions. Thank you for entrusting your assets to us.

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Please note: The opinions expressed in this report are just that—informed opinions. They should not be considered promises or advice. Also, please keep in mind that the information and opinions cover the period through the date on the front of this report. Of course, the risks of investing in your fund are spelled out in the prospectus.

See the Glossary for definitions of investment terms used in this report.

About the cover: No matter what language you speak, Vanguard has one consistent message and set of principles. Our primary *focus* is on you, our clients. We conduct our business with *integrity* as a faithful *steward* of your assets. This message is shown translated into seven languages, reflecting our expanding global presence.

Your Fund's Performance at a Glance

- Vanguard Total Stock Market Index Fund returned well over 12% for the 12 months ended December 31, 2016. The fund closely tracked its target index, the CRSP US Total Market Index, and exceeded the average return of its multicapitalization core fund peers.
- The fund offers investors exposure to every segment, size, and style of the U.S. equity market.
- Small-cap stocks outperformed their large- and mid-cap counterparts, while value stocks outpaced growth.
- The fund recorded positive returns in nine of the ten market sectors. Returns surpassed 20% in four sectors and 10% in seven. The fund's largest sector, financials, contributed most to the outcome. Only health care stocks declined.
- Over the past ten years, the fund posted an average annual return of about 7%, in line with its benchmark and more than 1 percentage point higher than its peer-fund average.

Total Returns: Fiscal Year Ended December 31, 2016

	Total
	Returns
Vanguard Total Stock Market Index Fund	
Investor Shares	12.53%
ETF Shares	
Market Price	12.74
Net Asset Value	12.68
Admiral™ Shares	12.66
Institutional Shares	12.67
Institutional Plus Shares	12.69
Institutional Select Shares (Inception: 6/27/2016)	14.24
CRSP US Total Market Index	12.68
Multi-Cap Core Funds Average	10.19
Multi-Con-Con-Funda Annorm Desiral from data annidad by Linnary Thomas Desiran Conserva	

Multi-Cap Core Funds Average: Derived from data provided by Lipper, a Thomson Reuters Company.

Admiral Shares carry lower expenses and are available to investors who meet certain account-balance requirements. Institutional Shares, Institutional Plus Shares, and Institutional Select Shares are available to certain institutional investors who meet specific administrative, service, and account-size criteria. The Vanguard ETF® Shares shown are traded on the NYSE Arca exchange and are available only through brokers. The table provides ETF returns based on both the NYSE Arca market price and the net asset value for a share. U.S. Pat. Nos. 6,879,964; 7,337,138; 7,720,749; 7,925,573; 8,090,646; and 8,417,623.

For the ETF Shares, the market price is determined by the midpoint of the bid-offer spread as of the closing time of the New York Stock Exchange (generally 4 p.m., Eastern time). The net asset value is also determined as of the NYSE closing time. For more information about how the ETF Shares' market prices have compared with their net asset value, visit vanguard.com, select your ETF, and then select the Price and Performance tab. The ETF premium/discount analysis there shows the percentages of days on which the ETF Shares' market price was above or below the NAV.

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Total Returns: Ten Years Ended December 31, 2016

	Average Annual Return
Total Stock Market Index Fund Investor Shares	7.11%
Spliced Total Stock Market Index	7.23
Multi-Cap Core Funds Average	5.51

For a benchmark description, see the Glossary.

Multi-Cap Core Funds Average: Derived from data provided by Lipper, a Thomson Reuters Company.

The figures shown represent past performance, which is not a guarantee of future results. (Current performance may be lower or higher than the performance data cited. For performance data current to the most recent month-end, visit our website at vanguard.com/performance.) Note, too, that both investment returns and principal value can fluctuate widely, so an investor's shares, when sold, could be worth more or less than their original cost.

Expense Ratios

Your Fund Compared With Its Peer Group

						Institutional	
	Investor	ETF	Admiral	Institutional	Institutional	Select	Peer Group
	Shares	Shares	Shares	Shares	Plus Shares	Shares	Average
Total Stock Market Index Fund	0.16%	0.05%	0.05%	0.04%	0.02%	0.01%	1.17%

The fund expense ratios shown are from the prospectus dated April 27, 2016, and represent estimated costs for the current fiscal year. For the fiscal year ended December 31, 2016, the fund's expense ratios were: 0.15% for Investor Shares, 0.04% for ETF Shares, 0.04% for Admiral Shares, 0.03% for Institutional Shares, 0.02% for Institutional Plus Shares, and 0.01% for Institutional Select Shares (annualized since inception). The peer-group expense ratio is derived from data provided by Lipper, a Thomson Reuters Company, and captures information through year-end 2015.

Peer group: Multi-Cap Core Funds.

Chairman's Perspective



Bill McNabb Chairman and Chief Executive Officer

Dear Shareholder,

If you're like most investors, a big question on your mind is: What's in store for the markets and the economy in 2017?

At Vanguard, we're just as curious about the immediate future. But our curiosity is tempered by our belief that forecasts should give a range of possible outcomes, not pinpoint predictions. After all, there are bound to be occurrences the experts won't see coming.

What really matters for investors

In 2016, we saw two cases in point:
The United Kingdom's June vote to exit
the European Union and the November
election of Donald Trump as U.S. president.
Both unexpected outcomes triggered
swift market reactions. But despite some
short-term volatility, the markets' 12-month
performance as of December 31, 2016,
proved to be less dramatic. U.S. stocks
posted healthy returns, and U.S. bonds
provided returns close to their long-term
averages. International stocks and bonds
also advanced, although returns for U.S.
investors were reduced by the strength
of the U.S. dollar

The surprises of 2016 remind us to be skeptical of overly precise short-term predictions about 2017. At the cusp of a new year, market prognosticators forecast where the Standard & Poor's 500 Index or the yield on the 10-year Treasury note will end up in 12 months. Such predictions can be attention-getting. They can also be dead wrong.

Investors are better off taking note of long-term trends that stand to influence our economies and markets. We're watching these trends closely, and we discuss our latest assessment in our 2017 economic and market outlook, which you can read at vanguard.com/research.

Our global economic outlook: Expect stabilization, not stagnation

One phenomenon in particular that we're watching is the low-growth, low-interest-rate environment that has marked the global economy since the 2008–09 financial crisis. We don't think this economic backdrop is simply the result of cyclically weak demand or long-term stagnation. Instead, certain structural forces are contributing: Falling technology costs are restraining the amounts businesses are spending on

capital investment, an aging population is weighing on growth in the developed world, and the free movement of capital and products across the globe has restrained prices and wages.

In the near term, these forces will continue to dampen growth, inflation, and interest rates. They also make it unlikely that further monetary stimulus from central banks will do much to spur growth.

I realize this all may sound gloomy, but that's not how we see it. We expect global growth to stabilize at more modest levels, not stagnate. The world isn't headed for Japanese-style deflation, in which a widespread sustained drop in prices puts economic activity into hibernation.

Market Barometer

	Average Annual Total Re Periods Ended December 31,				
	One Year	Three Years	Five Years		
Stocks					
Russell 1000 Index (Large-caps)	12.05%	8.59%	14.69%		
Russell 2000 Index (Small-caps)	21.31	6.74	14.46		
Russell 3000 Index (Broad U.S. market)	12.74	8.43	14.67		
FTSE All-World ex US Index (International)	4.80	-1.16	5.52		
Bonds					
Bloomberg Barclays U.S. Aggregate Bond Index (Broad taxable market)	2.65%	3.03%	2.23%		
Bloomberg Barclays Municipal Bond Index (Broad tax-exempt market)	0.25	4.14	3.28		
Citigroup Three-Month U.S. Treasury Bill Index	0.27	0.09	0.08		
CPI					
Consumer Price Index	2.07%	1.18%	1.36%		

In fact, we believe that global growth could pick up modestly over time. Our expectation is based on a potential rebound in productivity as new digital technologies are used more effectively. We also anticipate a slight recovery in the labor force as the baby boom generation finishes its transition to retirement, nudging up demand for workers.

Put expansion in perspective

Looking to the United States, the world's largest economy remains firmly on a long-term-growth path of about 2% per year. That's lower than the historical average of 3.25% since 1950. We see such growth at this level as fundamentally sound, rather than abnormally low. Our evaluation takes into account lower U.S. population growth

and the reality that the economic expansion from the 1980s until the financial crisis was fueled by debt, distorting the numbers.

Turning to prices, we think that core U.S. inflation should modestly exceed 2% in 2017. That, in turn, will support further interest rate hikes by the Federal Reserve, similar to the one at the end of 2016. We expect the Fed to raise rates in 2017 before taking an extended pause, and we see the federal funds rate staying below 2% through at least 2018.

Prepare for muted returns

And what about prospects for the markets? Vanguard's outlook for global stocks and bonds remains the most guarded in ten years, given fairly high stock valuations

Expect more modest returns, rely on time-tested principles

In Vanguard's economic and market outlook for 2017, Global Chief Economist Joseph Davis and his team offer a projection of more modest returns from the global stock and bond markets. They caution that, over the next decade, returns for a balanced portfolio are likely to be moderately below long-run historical averages.

The team's simulations indicate that for the decade ending in 2026, the average annualized return of a 60% stock/40% bond portfolio is likely to be centered in the 3%–5% range after inflation. That's below the actual average after-inflation return of 6% for the same portfolio for the nine decades since 1926

Ultimately, our global market outlook points toward a somewhat more challenging environment, yet one in which, over time, investors with an appropriate level of discipline, diversification, and patience are likely to be rewarded with reasonable inflation-adjusted returns.

For more information about our expectations and the probability of various outcomes, see 2017 Economic and Market Outlook: Stabilization, Not Stagnation, available at vanguard.com/research.

IMPORTANT: The projections and other information generated by the Vanguard Capital Markets Model® (VCMM) regarding the likelihood of various investment outcomes are hypothetical in nature, do not reflect actual investment results, and are not guarantees of future results. Distribution of return outcomes from the VCMM are derived from 10,000 simulations for each modeled asset class. Simulations as of September 30, 2016. Results from the model may vary with each use and over time. For more information, see the note at the end of this letter.

and the low-interest-rate environment. We don't expect global bond yields to increase materially from year-end 2016 levels.

Our outlook for global equities is annualized returns of 5%–8% over the next decade. This outlook isn't bearish, but is actually fairly positive when you take into account the current low-rate environment. (See the box titled *Expect more modest returns, rely on time-tested principles* for more.)

Focus on the four keys to investment success

Significant trends often happen gradually. Like shifting tides, they're sometimes barely noticeable at first but ultimately can change the landscape entirely. Other times, apparent trends can end up receding before they have much of a long-term impact. Given the future's inherent unpredictability, it's not reasonable to expect a surefire block-buster revelation from any prognosticator or investment firm

What to conclude, then? No matter what scenario plays out, we believe investors have the best chance for success if they stay focused on what they can control: their goals, asset allocation, and investment costs, along with the discipline to stick to a plan. As Tim Buckley, our chief investment officer, likes to say, this can be easy to say but harder to do, especially in times of uncertainty. Investors who can stay focused on those four keys will find themselves well-positioned to weather any market.

As always, thank you for investing with Vanguard.

Sincerely,

F. William McNabb III Chairman and Chief Executive Officer January 16, 2017

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IMPORTANT: The projections and other information generated by the Vanguard Capital Markets Model regarding the likelihood of various investment outcomes are hypothetical in nature, do not reflect actual investment results, and are not quarantees of future results. VCMM results will vary with each use and over time.

The VCMM projections are based on a statistical analysis of historical data. Future returns may behave differently from the historical patterns captured in the VCMM. More important, the VCMM may be underestimating extreme negative scenarios unobserved in the historical period on which the model estimation is based.

The VCMM is a proprietary financial simulation tool developed and maintained by Vanguard's Investment Strategy Group. The model forecasts distributions of future returns for a wide array of broad asset classes. Those asset classes include U.S. and international equity markets, several maturities of the U.S. Treasury and corporate fixed income markets, international fixed income markets, U.S. money markets, commodities, and certain alternative investment strategies. The theoretical and empirical foundation for the Vanguard Capital Markets Model is that the returns of various asset classes reflect the compensation investors require for bearing different types of systematic risk (beta). At the core of the model are estimates of the dynamic statistical relationship between risk factors and asset returns, obtained from statistical analysis based on available monthly financial and economic data. Using a system of estimated equations, the model then applies a Monte Carlo simulation method to project the estimated interrelationships among risk factors and asset classes as well as uncertainty and randomness over time. The model generates a large set of simulated outcomes for each asset class over several time horizons. Forecasts are obtained by computing measures of central tendency in these simulations. Results produced by the tool will vary with each use and over time.

Total Stock Market Index Fund

Fund Profile

As of December 31, 2016

Share-Class Characteristics

	Investor Shares	ETF Shares	Admiral Shares	Institutional Shares	Institutional Plus Shares	Institutional Select Shares
Ticker Symbol	VTSMX	VTI	VTSAX	VITSX	VSMPX	VSTSX
Expense Ratio ¹	0.16%	0.05%	0.05%	0.04%	0.02%	0.01%
30-Day SEC Yield	1.83%	1.96%	1.96%	1.97%	1.96%	1.97%

Portfolio Characteristics

	Fund	CRSP US Total Market Index
Number of Stocks	3,592	3,589
Median Market Cap	\$54.1B	\$54.1B
Price/Earnings Ratio	24.4x	24.4x
Price/Book Ratio	2.8x	2.8x
Return on Equity	16.7%	16.4%
Earnings Growth Rate	8.0%	8.3%
Dividend Yield	2.0%	2.0%
Foreign Holdings	0.0%	0.0%
Turnover Rate	4%	_
Short-Term Reserves	-0.1%	

Sector Diversification (% of equity exposure)

	Fund	CRSP US Total Market Index
Basic Materials	2.6%	2.6%
Consumer Goods	9.6	9.6
Consumer Services	13.0	13.0
Financials	20.7	20.7
Health Care	12.3	12.3
Industrials	12.9	12.9
Oil & Gas	7.0	7.0
Technology	16.3	16.3
Telecommunications	2.4	2.4
Utilities	3.2	3.2

Volatility Measures

	CRSP US
	Total Market
	Index
R-Squared	1.00
Beta	1.00

These measures show the degree and timing of the fund's fluctuations compared with the index over 36 months.

Ten Largest Holdings (% of total net assets)

Apple Inc.	Computer Hardware	2.5%
Alphabet Inc.	Internet	2.0
Microsoft Corp.	Software	2.0
Exxon Mobil Corp.	Integrated Oil & Gas	1.6
Berkshire Hathaway Inc.	Reinsurance	1.3
Johnson & Johnson	Pharmaceuticals	1.3
JPMorgan Chase & Co.	Banks	1.3
Amazon.com Inc.	Broadline Retailers	1.3
General Electric Co.	Diversified Industrials	1.2
Facebook Inc.	Internet	1.1
Top Ten		15.6%

The holdings listed exclude any temporary cash investments and equity index products.

¹ The expense ratios shown are from the prospectus dated April 27, 2016, and represent estimated costs for the current fiscal year. For the fiscal year ended December 31, 2016, the expense ratios were 0.15% for Investor Shares, 0.04% for ETF Shares, 0.04% for Admiral Shares, 0.03% for Institutional Shares, 0.02% for Institutional Plus Shares, and 0.01% for Institutional Select Shares (annualized since inception).

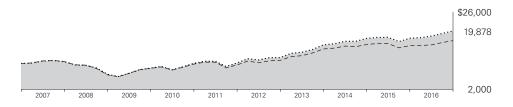
Investment Focus

Style		Value	Blend	Growth
Market Cap	Large			
	Medium			
	Small			

Performance Summary

All of the returns in this report represent past performance, which is not a guarantee of future results that may be achieved by the fund. (Current performance may be lower or higher than the performance data cited. For performance data current to the most recent month-end, visit our website at vanguard.com/performance.) Note, too, that both investment returns and principal value can fluctuate widely, so an investor's shares, when sold, could be worth more or less than their original cost. The returns shown do not reflect taxes that a shareholder would pay on fund distributions or on the sale of fund shares.

Cumulative Performance: December 31, 2006, Through December 31, 2016 Initial Investment of \$10,000



	Periods			
_	One Year	Five Years	Ten Years	Final Value of a \$10,000 Investment
Total Stock Market Index Fund Investor Shares	12.53%	14.49%	7.11%	\$19,878
····· Spliced Total Stock Market Index	12.68	14.64	7.23	20,093
Multi-Cap Core Funds Average	10.19	12.37	5.51	17,098

Average Annual Total Returns

For a benchmark description, see the Glossary.

Multi-Cap Core Funds Average: Derived from data provided by Lipper, a Thomson Reuters Company.

One Year	Five Years	Ten Years	Final Value of a \$10,000 Investment
12.68%	14.63%	7.23%	\$20,098
12.68	14.64	7.23	20,093
One Year	Five Years	Ten Years	Final Value of a \$10,000 Investment
	Year 12.68% 12.68	Year Years 12.68% 14.63% 12.68 14.64 One Five	Year Years Years 12.68% 14.63% 7.23% 12.68 14.64 7.23

12.66%

12.68

14.62%

14.64

7.23%

7.23

Spliced Total Stock Market Index

Shares

\$20,094

20.093

Average Annual Total Returns Periods Ended December 31, 2016

	One Year	Five Years	Ten Years	Final Value of a \$5,000,000 Investment
Total Stock Market Index Fund Institutional Shares	12.67%	14.63%	7.24%	\$10,057,417
Spliced Total Stock Market Index	12.68	14.64	7.23	10,046,266

	One Year	Since Inception (4/28/2015)	Final Value of a \$100,000,000 Investment
Total Stock Market Index Fund Institutional Plus Shares	12.69%	5.27%	\$108,998,825
CRSP US Total Market Index	12.68	5.25	108,966,545
Dow Jones U.S. Total Stock Market Float Adjusted Index	12.62	5.23	108,930,952
10: 1 .			

[&]quot;Since Inception" performance is calculated from the Institutional Plus Shares' inception date for both the fund and its comparative standards.

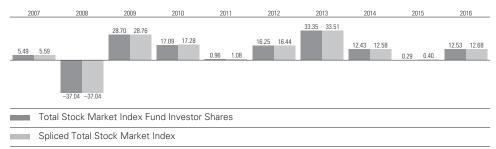
	Since Inception (6/27/2016)	Final Value of a \$5,000,000,000 Investment
Total Stock Market Index Fund Institutional Select Shares	14.24%	\$5,712,244,860
CRSP US Total Market Index	14.23	5,711,363,041
Dow Jones U.S. Total Stock Market Float Adjusted Index	14.29	5,714,565,389

[&]quot;Since Inception" performance is calculated from the Institutional Select Shares' inception date for both the fund and its comparative standard.

Cumulative Returns of ETF Shares: December 31, 2006, Through December 31, 2016

	One Year	Five Years	Ten Years
Total Stock Market Index Fund ETF Shares Market Price	12.74%	98.01%	101.03%
Total Stock Market Index Fund ETF Shares Net Asset Value	12.68	97.89	100.98
Spliced Total Stock Market Index	12.68	98.00	100.93

Fiscal-Year Total Returns (%): December 31, 2006, Through December 31, 2016



For a benchmark description, see the Glossary.

Financial Statements

Statement of Net Assets—Investments Summary

As of December 31, 2016

This Statement summarizes the fund's holdings by asset type. Details are reported for each of the fund's 50 largest individual holdings and for investments that, in total for any issuer, represent more than 1% of the fund's net assets. The total value of smaller holdings is reported as a single amount within each category.

The fund reports a complete list of its holdings in regulatory filings four times in each fiscal year, at the quarter-ends. For the second and fourth fiscal quarters, the complete listing of the fund's holdings is available electronically on vanguard.com and on the Securities and Exchange Commission's website (sec.gov), or you can have it mailed to you without charge by calling 800-662-7447. For the first and third fiscal quarters, the fund files the lists with the SEC on Form N-Q. Shareholders can look up the fund's Forms N-Q on the SEC's website. Forms N-Q may also be reviewed and copied at the SEC's Public Reference Room (see the back cover of this report for further information).

		Market	Percentage
	Shares	Value* (\$000)	of Net Assets
Common Stocks			
Basic Materials †		12,812,037	2.6%
Consumer Goods			
Procter & Gamble Co.	56,683,460	4,765,945	0.9%
Coca-Cola Co.	82,265,445	3,410,725	0.7%
PepsiCo Inc.	30,407,160	3,181,501	0.6%
Philip Morris International Inc.	32,864,233	3,006,749	0.6%
Altria Group Inc.	41,374,314	2,797,731	0.6%
Consumer Goods—Other †		30,486,358	6.1%
		47,649,009	9.5%
Consumer Services			
* Amazon.com Inc.	8,558,557	6,417,805	1.3%
Comcast Corp. Class A	50,479,761	3,485,628	0.7%
Home Depot Inc.	25,791,280	3,458,095	0.7%
Walt Disney Co.	30,329,375	3,160,927	0.6%
Wal-Mart Stores Inc.	32,757,385	2,264,190	0.5%
McDonald's Corp.	17,591,525	2,141,240	0.4%
CVS Health Corp.	22,588,149	1,782,431	0.4%
Consumer Services—Other †		41,961,112	8.4%
		64,671,428	13.0%
Financials			
JPMorgan Chase & Co.	75,817,317	6,542,276	1.3%
* Berkshire Hathaway Inc. Class B	39,400,223	6,421,448	1.3%
Wells Fargo & Co.	95,774,705	5,278,144	1.1%
Bank of America Corp.	214,199,154	4,733,801	1.0%
Citigroup Inc.	60,190,801	3,577,139	0.7%
Visa Inc. Class A	39,581,531	3,088,151	0.6%
Mastercard Inc. Class A	20,405,276	2,106,845	0.4%
Goldman Sachs Group Inc.	7,584,395	1,816,083	0.4%
* Berkshire Hathaway Inc. Class A	978	238,750	0.0%
Financials—Other †		68,809,781	13.8%
		102,612,418	20.6%

Health Care				Market	Percentage
Health Care			Shares	Value* (\$000)	of Net Assets
Johnson & Johnson Pfizer Inc. 128,584,313 4,176,419 Merck & Co. Inc. 128,584,313 4,176,419 Merck & Co. Inc. 15,786,623 2,0169,393 3,227,99 2,0169,393 3,227,99 3,237,99 3,227,99 3,237,99 3,237,99 3,237,99 3,237,99 3,237,99 3,217,99 3,277	Health Car	e	0.10.00	(\$000)	7.00010
Prizer Inc.			57,656,000	6,642,548	1.3%
Merck & Co. Inc.	Pfizer Ir	nc.		4,176,419	0.8%
UnitedHealth Group Inc. Angen Inc. AbbVie	Merck 8	& Co. Inc.		3,440,905	0.7%
Amgen Inc. AbbVie Inc. AbbVie Inc. AbbVie Inc. Medtronic plc Bristol-Myers Squibb Co. Gliead Sciences Inc. Celgene Corp. Health Care—Other † Industrials General Electric Co. 38 M.Co. Boeing Co. Honeywell International Inc. Union Pacific Corp. Industrials—Other † Industrials—Other † India Bear Exxon Mobil Corp. Chevron Corp. Schlumberger Ltd. Oil & Gas Exxon Mobil Corp. Chevron Corp. Schlumberger Ltd. Oil & Gas—Other † Industrials—Other † Ind				3,227,997	0.7%
AbbVie Inc.		•		2,308,162	0.5%
Medtronic pic 29,348,359 2,090,48 Bristol-Myers Squibb Co. 35,417,036 2,069,77. Gliead Sciences Inc. 1999,34 * Celgene Corp. 16,423,272 1,990,99 Health Care—Other 1 30,956,244 Industrials 8 8 60,970,361 Industrials 187,373,784 5,921,013 30,956,244 3M Co. 12,749,834 2,276,733 2,276,733 Boeing Co. 12,421,412 19,333,761 1,869,133 Union Pacific Corp. 17,448,454 1,809,051 1,809,051 Industrials—Other 1 17,448,454 1,809,051 1,809,051 Oil & Gas 87,889,990 7,932,951 1,909,051 Exxon Mobil Corp. 87,889,990 7,932,951 1,909,051 Chevron Corp. 40,008,346 4,708,985 2,200 Chevron Corp. 40,008,346 4,708,985 2,200 Oil & Gas—Other 1 29,469,666 2,473,975 19,660,211 34,776,12 10ther—Other 1 107,359,335	-			2,157,490	0.4%
Bristol-Myers Squibb Co. Gliead Sciences Inc. Gliead Sciences Inc. Celgene Corp. Health Care—Other † Celgene Corp. Health Care—Other † General Electric Co. 3M Co. Boeing Co. Honeywell International Inc. Union Pacific Corp. Industrials—Other † General Electric Co. 3M Co. Boeing Co. Honeywell International Inc. Union Pacific Corp. Industrials—Other † Cold & Gas Exxon Mobil Corp. Chevron Corp. Schlumberger Ltd. Oil & Gas—Other † Coll & Gas—Other † C	Medtro	nic plc		2,090,484	0.4%
Celgene Corp. Health Care—Other † 16,423,272 30,956,244 60,970,36i 1,900,99 30,956,244 60,970,36i Industrials General Electric Co. 		·	35,417,036	2,069,772	0.4%
Health Care—Other † 30,956,24t 60,970,36t Industrials General Electric Co.	Gilead S	Sciences Inc.	27,919,852	1,999,341	0.4%
Health Care—Other † 30,956,24t 60,970,36t Industrials General Electric Co.	* Celgene	e Corp.	16,423,272	1,900,994	0.4%
Industrials	-	•		30,956,248	6.2%
General Electric Co.				60,970,360	12.2%
3M Co. 12,749,834 2,276,736		Electric Co	197 272 701	5 921 012	1.2%
Boeing Co.					0.4%
Honeywell International Inc.					0.4%
Union Pacific Corp. Industrials—Other ↑ 17,448,454 50,437,69.60 50,437,69.60 50,437,69.60 50,437,69.60 64,247,39.60 64,247,39.60 64,247,39.60 64,247,39.60 64,247,39.60 65,247,39.70 67,82,95.60 67,832,95.60 67,832,95.60 67,832,95.60 67,832,95.60 67,832,95.60 67,832,95.60 67,832,95.60 67,832,95.60 67,832,95.60 67,832,95.60 67,832,95.60 67,832,95.60 67,832,95.60 67,832,95.60 67,832,95.60 67,832,95.60 67,832,95.60 67,832,95.60 67,832,95.60 67,95.90 67,832,95.60 67,95.90 67,832,95.60 67,95.90 67,	-				0.4%
Industrials—Other † 50,437,696 64,247,397 64,247,397 64,247,397 64,247,397 64,247,397 64,247,397 64,247,397 64,247,397 64,247,397 7,932,95	,				0.4%
G4,247,39° G4,247,39° Oil & Gas Exxon Mobil Corp. 87,889,990 7,932,95 Chevron Corp. 40,008,346 4,708,98° 2,473,97° 3,660,21° 34,776,12° Oil & Gas—Other † 19,660,21° 34,776,12° 10ther * Leap Wireless International Inc. CVR 872,848 2,20° 2,20° 6,46° 8,66° Technology Apple Inc. 107,359,335 12,434,35° 8,66° 7.28° 8,66° 7.28° 8,66° 7.28° 8,66° 7.28° 8,66° 7.28° 8,66° 7.28° 8,66° 7.28° 8,66° 7.28° 8,66° 7.28° 8,66° 7.28° 8,66° 7.28° 8,66° 8,66° 7.28° 8,66° <			17,440,454		10.1%
Oil & Gas Exxon Mobil Corp. 87,889,990 7,932,95 Chevron Corp. 40,008,346 4,708,98 Schlumberger Ltd. 29,469,666 2,473,97 Oil & Gas—Other † 19,660,210 10ther * Leap Wireless International Inc. CVR 872,848 2,200 Other—Other † 6,46 * Rechnology Apple Inc. 107,359,335 12,434,35 Microsoft Corp. 156,550,284 9,728,03 * Facebook Inc. Class A 49,598,883 5,706,35 * Alphabet Inc. Class A 49,598,883 5,706,35 * Alphabet Inc. Class C 6,168,588 4,761,04 Intel Corp. 100,431,928 3,642,66 Cisco Systems Inc. 106,408,771 3,215,67 International Business Machines Corp. 18,123,544 3,008,32 Oracle Corp. 65,315,224 2,511,37 QUALCOMM Inc. 31,299,189 2,040,70 Technology—Other † 28,618,77 80,674,89 T	muusm	dis—Other i			12.9%
Chevron Corp. 40,008,346 4,708,98 Schlumberger Ltd. 29,469,666 2,473,97 Oil & Gas—Other † 19,660,210 34,776,12 10ther * Leap Wireless International Inc. CVR 872,848 2,200 Other—Other † 6,46 8,66 Technology Apple Inc. 107,359,335 12,434,35 Microsoft Corp. 156,550,284 9,728,03 * Facebook Inc. Class A 49,598,883 5,706,35 * Alphabet Inc. Class A 6,319,126 5,007,59 * Alphabet Inc. Class C 6,168,588 4,761,040 Intel Corp. 100,431,928 3,642,660 Cisco Systems Inc. 106,408,771 3,215,673 International Business Machines Corp. 65,315,224 2,511,370 QUALCOMM Inc. 31,299,189 2,040,70 Technology—Other † 28,618,772 80,674,890 Telecommunications AT&T Inc. 130,162,950 5,535,830 Verizon Communications—Other † 1,897,344	Oil & Gas			04,247,397	12.5%
Chevron Corp. 40,008,346 4,708,98 Schlumberger Ltd. 29,469,666 2,473,97 Oil & Gas—Other † 19,660,210 34,776,12 10ther * Leap Wireless International Inc. CVR 872,848 2,200 Other—Other † 6,46 8,66 Technology Apple Inc. 107,359,335 12,434,35 Microsoft Corp. 156,550,284 9,728,03 * Facebook Inc. Class A 49,598,883 5,706,35 * Alphabet Inc. Class A 6,319,126 5,007,59 * Alphabet Inc. Class C 6,168,588 4,761,040 Intel Corp. 100,431,928 3,642,660 Cisco Systems Inc. 106,408,771 3,215,673 International Business Machines Corp. 65,315,224 2,511,370 QUALCOMM Inc. 31,299,189 2,040,70 Technology—Other † 28,618,772 80,674,890 Telecommunications AT&T Inc. 130,162,950 5,535,830 Verizon Communications—Other † 1,897,344		Mobil Corp.	87.889.990	7,932,951	1.6%
Schlumberger Ltd. 29,469,666 2,473,976 Oil & Gas—Other † 19,660,216 10ther 34,776,12 * Leap Wireless International Inc. CVR Other—Other † 872,848 2,206 Rechnology Apple Inc. 107,359,335 12,434,356 Microsoft Corp. 156,550,284 9,728,033 * Facebook Inc. Class A 49,598,883 5,706,35 * Alphabet Inc. Class A 6,319,126 5,007,59 * Alphabet Inc. Class C 6,168,588 4,761,046 Intel Corp. 100,431,928 3,642,666 Cisco Systems Inc. 106,408,771 3,215,672 International Business Machines Corp. 65,315,224 2,511,376 OVALCOMM Inc. 31,299,189 2,040,70 Technology—Other † 28,618,772 80,674,896 Telecommunications AT&T Inc. 130,162,950 5,535,836 Verizon Communications—Other † 1,897,344	Chevro	n Corp.		4,708,982	1.0%
Oil & Gas—Other † 19,660,210 34,776,12 10ther * Leap Wireless International Inc. CVR 872,848 2,200 Other—Other † 6,46 8,666 Technology Apple Inc. 107,359,335 12,434,356 Microsoft Corp. 156,550,284 9,728,033 * Facebook Inc. Class A 49,598,883 5,706,35 * Alphabet Inc. Class A 6,319,126 5,007,59 * Alphabet Inc. Class C 6,186,588 4,761,04 Intel Corp. 100,431,928 3,642,66 Cisco Systems Inc. 106,408,771 3,215,673 International Business Machines Corp. 18,123,544 3,008,32 Oracle Corp. 65,315,224 2,511,376 QUALCOMM Inc. 31,299,189 2,040,707 Technology—Other † 28,618,777 80,674,896 Telecommunications AT&T Inc. 130,162,950 5,535,836 Verizon Communications—Other † 1,897,348			29,469,666	2,473,978	0.5%
** Leap Wireless International Inc. CVR 872,848 2,200 Other—Other † 6,466 Rechnology 872,848 2,200 Apple Inc. 107,359,335 12,434,356 Microsoft Corp. 156,550,284 9,728,033 * Facebook Inc. Class A 49,598,883 5,706,385 * Alphabet Inc. Class A 6,319,126 5,007,59 * Alphabet Inc. Class C 6,168,588 4,761,044 Intel Corp. 100,431,928 3,642,666 Cisco Systems Inc. 106,408,771 3,215,673 International Business Machines Corp. 18,123,544 3,008,32 Oracle Corp. 65,315,224 2,511,376 QUALCOMM Inc. 31,299,189 2,040,70 Technology—Other † 28,618,777 80,674,896 Telecommunications AT&T Inc. 130,162,950 5,535,836 Verizon Communications—Other † 1,897,348				19,660,210	3.9%
* Leap Wireless International Inc. CVR Other—Other † * Cother—Other † * Cother—Oth				34,776,121	7.0%
Other—Other † 6,46c Rechnology Apple Inc. 107,359,335 12,434,356 Microsoft Corp. 156,550,284 9,728,033 * Facebook Inc. Class A 49,598,883 5,706,35 * Alphabet Inc. Class A 6,319,126 5,007,59 * Alphabet Inc. Class C 6,168,588 4,761,044 Intel Corp. 100,431,928 3,642,666 Cisco Systems Inc. 106,408,771 3,215,673 International Business Machines Corp. 18,123,544 3,008,32 Oracle Corp. 65,315,224 2,511,376 QUALCOMM Inc. 31,299,189 2,040,707 Technology—Other † 28,674,896 Telecommunications AT&T Inc. 130,162,950 5,535,836 Verizon Communications—Other † 1,897,348		Vireless International Inc. CVR	872 8/18	2 200	0.0%
Technology Apple Inc. 107,359,335 12,434,356 Microsoft Corp. 156,550,284 9,728,033 * Facebook Inc. Class A 49,598,883 5,706,35 * Alphabet Inc. Class A 6,319,126 5,007,59 * Alphabet Inc. Class C 6,168,588 4,761,044 Intel Corp. 100,431,928 3,642,666 Cisco Systems Inc. 106,408,771 3,215,673 International Business Machines Corp. 18,123,544 3,008,32 Oracle Corp. 65,315,224 2,511,376 QUALCOMM Inc. 31,299,189 2,040,703 Technology—Other † 28,618,773 80,674,896 Telecommunications 4,611,133 Verizon Communications—Other † 130,162,950 5,535,836 4,611,133 1,897,348			072,040	6,464	0.0%
Apple Inc. Microsoft Corp. 156,550,284 9,728,033 Facebook Inc. Class A 49,598,883 Alphabet Inc. Class A 49,598,883 Alphabet Inc. Class A 6,319,126 5,007,59 Alphabet Inc. Class C 6,168,588 4,761,044 Intel Corp. 100,431,928 3,642,666 Cisco Systems Inc. International Business Machines Corp. Oracle Corp. QUALCOMM Inc. Technology—Other † 28,618,77: 80,674,896 Telecommunications AT&T Inc. Verizon Communications—Other † 100,7359,335 12,434,356 4,972,035 1,007,59 1,007				8,664	0.0%
Microsoft Corp. 156,550,284 9,728,033 * Facebook Inc. Class A 49,598,883 5,706,35 * Alphabet Inc. Class A 6,319,126 5,007,59 * Alphabet Inc. Class C 6,168,588 4,761,044 Intel Corp. 100,431,928 3,642,666 Cisco Systems Inc. 106,408,771 3,215,673 International Business Machines Corp. 18,123,544 3,008,32 Oracle Corp. 65,315,224 2,511,374 QUALCOMM Inc. 31,299,189 2,040,707 Technology—Other † 28,618,773 80,674,896 Telecommunications AT&T Inc. 130,162,950 5,535,836 Verizon Communications—Other † 1,897,344	_	•			
* Facebook Inc. Class A 49,598,883 5,706,35 * Alphabet Inc. Class A 6,319,126 5,007,59 * Alphabet Inc. Class C 6,168,588 4,761,046 Intel Corp. 100,431,928 3,642,666 Cisco Systems Inc. 106,408,771 3,215,673 International Business Machines Corp. 18,123,544 3,008,32 Oracle Corp. 65,315,224 2,511,374 QUALCOMM Inc. 31,299,189 2,040,707 Technology—Other † 28,618,773 80,674,896 Telecommunications AT&T Inc. 130,162,950 5,535,836 Verizon Communications—Other † 1,897,344				12,434,358	2.5%
* Alphabet Inc. Class A 6,319,126 5,007,59 * Alphabet Inc. Class C 6,168,588 4,761,040 Intel Corp. 100,431,928 3,642,660 Cisco Systems Inc. 106,408,771 3,215,673 International Business Machines Corp. 18,123,544 3,008,323 Oracle Corp. 65,315,224 2,511,370 QUALCOMM Inc. 31,299,189 2,040,703 Technology—Other † 28,618,773 80,674,890 Telecommunications AT&T Inc. 130,162,950 5,535,830 Verizon Communications Inc. 86,383,145 4,611,133 Telecommunications—Other † 1,897,343		•			2.0%
* Alphabet Inc. Class C					1.1%
Intel Corp. 100,431,928 3,642,666 Cisco Systems Inc. 106,408,771 3,215,673 International Business Machines Corp. 18,123,544 3,008,323 Oracle Corp. 65,315,224 2,511,374 QUALCOMM Inc. 31,299,189 2,040,703 Echnology—Other † 28,618,773 80,674,896 Telecommunications AT&T Inc. 130,162,950 5,535,834 4,611,133 Telecommunications—Other † 1,897,343 4,611,133 1,897,343 4,897,348 1,897,348					1.0%
Cisco Systems Inc. 106,408,771 3,215,673 International Business Machines Corp. 18,123,544 3,008,323 Oracle Corp. 65,315,224 2,511,374 QUALCOMM Inc. 31,299,189 2,040,703 Technology—Other † 28,618,773 80,674,896 Telecommunications 3130,162,950 5,535,834 Verizon Communications Inc. 86,383,145 4,611,133 Telecommunications—Other † 1,897,344				4,761,040	1.0%
International Business Machines Corp. 18,123,544 3,008,32 Oracle Corp. 65,315,224 2,511,370 QUALCOMM Inc. 31,299,189 2,040,70 28,618,77 80,674,890 Telecommunications		•		3,642,666	0.7%
Oracle Corp. 65,315,224 2,511,376 QUALCOMM Inc. 31,299,189 2,040,70 Technology—Other † 28,618,77 80,674,896 Telecommunications 3130,162,950 5,535,836 Verizon Communications—Other † 4,611,133 1,897,348		·		3,215,673	0.7%
QUALCOMM Inc. 31,299,189 2,040,70° Technology—Other † 28,618,77° 80,674,890 Telecommunications 31,299,189 2,040,70° 80,674,890 80,674,890 5,535,830 Verizon Communications Inc. 86,383,145 4,611,13° Telecommunications—Other † 1,897,340		·		3,008,327	0.6%
Technology—Other † 28,618,77: 80,674,890 Telecommunications 30,162,950 5,535,830 Verizon Communications Inc. 86,383,145 4,611,130 Telecommunications—Other † 1,897,340		·	, ,	2,511,370	0.5%
Solution			31,299,189	2,040,707	0.4%
Telecommunications AT&T Inc. 130,162,950 5,535,830 Verizon Communications Inc. 86,383,145 4,611,133 Telecommunications—Other † 1,897,345	Techno	logy—Other †		28,618,772	5.7%
AT&T Inc. 130,162,950 5,535,830 Verizon Communications Inc. 86,383,145 4,611,133 Telecommunications—Other † 1,897,340	Tologomer	unications		80,674,890	16.2%
Verizon Communications Inc.86,383,1454,611,13Telecommunications—Other †1,897,345			120 162 050	5 535 830	1.1%
Telecommunications—Other † 1,897,349					0.9%
			00,303,140	1,897,349	0.9%
				12,044,311	2.4%
Utilities † 15,680,773	Utilities †			15,680,773	3.1%
Total Common Stocks (Cost \$341,328,447) 496,147,408	Total Com	mon Stocks (Cost \$341,328,447)		496,147,408	99.5%2

			Market	Percentage
		Shares	Value* (\$000)	of Net Assets
Convertible Bonds			(4222)	
Convertible Bonds—Other¹ †			424	0.0%
Total Convertible Bonds (Cost \$0)			424	0.0%
	Coupon			
Temporary Cash Investments	·			
Money Market Fund				
3.4 Vanguard Market Liquidity Fund	0.823%	32,961,150	3,296,445	0.7%
^{5,6} U.S. Government and Agency Obligations †			101,495	0.0%
Total Temporary Cash Investments (Cost \$3,397,810)			3,397,940	0.7%2
⁷ Total Investments (Cost \$344,726,257)			499,545,772	100.2%
			Amount	
			(\$000)	
Other Assets and Liabilities				
Other Assets				
Investment in Vanguard			36,779	
Receivables for Investment Securities Sold			82,440	
Receivables for Accrued Income			646,428	
Receivables for Capital Shares Issued			945,632	
Other Assets			18,556	
Total Other Assets			1,729,835	0.4%
Liabilities				
Payables for Investment Securities Purchased			(34,246)	
Collateral for Securities on Loan			(1,635,086)	
Payables for Capital Shares Redeemed			(924,771)	
Payables to Vanguard			(219,349)	
Other Liabilities			(10,223)	
Total Liabilities			(2,823,675)	(0.6%)
Net Assets			498,451,932	100.0%
At December 31, 2016, net assets consisted of:				
,				Amount
				(\$000)
Paid-in Capital				344,186,084
Overdistributed Net Investment Income				(85,889)
Accumulated Net Realized Gains				(447,121)
Unrealized Appreciation (Depreciation)				
Investment Securities				154,819,515
Futures Contracts				(20,158)
Swap Contracts				(499)
Net Assets				498,451,932

	(\$000)
Investor Shares—Net Assets	
Applicable to 1,853,895,846 outstanding \$.001 par value shares of	
beneficial interest (unlimited authorization)	103,932,248
Net Asset Value Per Share—Investor Shares	\$56.06
ETF Shares – Net Assets	
Applicable to 606,640,639 outstanding \$.001 par value shares of	
beneficial interest (unlimited authorization)	69,888,585
Net Asset Value Per Share—ETF Shares	\$115.21
Admiral Shares – Net Assets	
Applicable to 2,703,472,409 outstanding \$.001 par value shares of	
beneficial interest (unlimited authorization)	151,612,481
Net Asset Value Per Share—Admiral Shares	\$56.08
Institutional Shares—Net Assets	
Applicable to 1,416,356,578 outstanding \$.001 par value shares of	
beneficial interest (unlimited authorization)	79,442,669
Net Asset Value Per Share—Institutional Shares	\$56.09
Institutional Plus Shares—Net Assets	
Applicable to 808,393,630 outstanding \$.001 par value shares of beneficial interest (unlimited authorization)	85,030,555
Net Asset Value Per Share—Institutional Plus Shares	\$105.18
Institutional Select Shares—Net Assets	
Applicable to 77,425,599 outstanding \$.001 par value shares of	
beneficial interest (unlimited authorization)	8,545,394
Net Asset Value Per Share—Institutional Select Shares	\$110.37

- · See Note A in Notes to Financial Statements.
- * Non-income-producing security.
- † Represents the aggregate value, by category, of securities that are not among the 50 largest holdings and, in total for any issuer, represent 1% or less of net assets.
- 1 "Other" represents securities that are not classified by the fund's benchmark index.
- 2 The fund invests a portion of its cash reserves in equity markets through the use of index futures contracts and swap contracts. After giving effect to futures and swap investments, the fund's effective common stock and temporary cash investment positions represent 100.0% and 0.2%, respectively, of net assets.
- 3 Affiliated money market fund available only to Vanguard funds and certain trusts and accounts managed by Vanguard. Rate shown is the 7-day yield.
- 4 Includes \$1,635,086,000 of collateral received for securities on loan.
- 5 Securities with a value of \$92,987,000 have been segregated as initial margin for open futures contracts.
- 6 Securities with a value of \$1,501,000 have been segregated as collateral for open over-the-counter swap contracts.
- 7 The total value of securities on loan is \$1,517,319,000.
 - CVR-Contingent Value Rights.

See accompanying Notes, which are an integral part of the Financial Statements.

Amount

Statement of Operations

Year Ended December 31, 2016

	December 31, 2010
	(\$000)
Investment Income	
Income	
Dividends	9,226,677
Interest ¹	12,010
Securities Lending—Net	106,116
Total Income	9,344,803
Expenses	
The Vanguard Group—Note B	
Investment Advisory Services	22,563
Management and Administrative—Investor Shares	123,186
Management and Administrative—ETF Shares	18,321
Management and Administrative—Admiral Shares	40,675
Management and Administrative—Institutional Shares	16,945
Management and Administrative—Institutional Plus Shares	9,367
Management and Administrative—Institutional Select Shares	66
Marketing and Distribution—Investor Shares	18,235
Marketing and Distribution—ETF Shares	3,749
Marketing and Distribution—Admiral Shares	9,833
Marketing and Distribution—Institutional Shares	2,248
Marketing and Distribution—Institutional Plus Shares	961
Marketing and Distribution—Institutional Select Shares	_
Custodian Fees	3,617
Auditing Fees	46
Shareholders' Reports—Investor Shares	217
Shareholders' Reports—ETF Shares	807
Shareholders' Reports—Admiral Shares	255
Shareholders' Reports—Institutional Shares	48
Shareholders' Reports—Institutional Plus Shares	7
Shareholders' Reports—Institutional Select Shares	_
Trustees' Fees and Expenses	235
Total Expenses	271,381
Net Investment Income	9,073,422
Realized Net Gain (Loss)	
Investment Securities Sold ¹	3,736,834
Futures Contracts	256,746
Swap Contracts	20,576
Realized Net Gain (Loss)	4,014,156
Change in Unrealized Appreciation (Depreciation)	
Investment Securities	42,160,393
Futures Contracts	(46,383)
Swap Contracts	132
Change in Unrealized Appreciation (Depreciation)	42,114,142
Net Increase (Decrease) in Net Assets Resulting from Operations	55,201,720
1 Interset income and realized not gain lines from an affiliated company of the fund were \$11,495,000	

¹ Interest income and realized net gain (loss) from an affiliated company of the fund were \$11,485,000 and \$203,000, respectively. See accompanying Notes, which are an integral part of the Financial Statements.

Statement of Changes in Net Assets

	Year Ende	d December 31,
	2016	2015
Incuracy (Decrease) in Net Accets	(\$000)	(\$000)
Increase (Decrease) in Net Assets Operations		
Net Investment Income	0.072.422	7.704.550
	9,073,422	7,704,558
Realized Net Gain (Loss)	4,014,156	12,814,317
Change in Unrealized Appreciation (Depreciation)	42,114,142	(18,420,139)
Net Increase (Decrease) in Net Assets Resulting from Operations	55,201,720	2,098,736
Distributions		
Net Investment Income	(4.000.700)	(0.044.400)
Investor Shares	(1,930,782)	(2,011,483)
ETF Shares	(1,282,510)	(1,092,307)
Admiral Shares	(2,820,690)	(2,411,516)
Institutional Shares	(1,428,815)	(1,465,290)
Institutional Plus Shares	(1,567,690)	(670,898)
Institutional Select Shares	(66,263)	
Realized Capital Gain		
Investor Shares	_	
ETF Shares		
Admiral Shares	_	_
Institutional Shares		
Institutional Plus Shares	_	_
Institutional Select Shares	_	_
Total Distributions	(9,096,750)	(7,651,494)
Capital Share Transactions		
Investor Shares	(2,633,123)	(20,386,722)
ETF Shares	6,156,065	7,518,595
Admiral Shares	11,172,716	10,860,724
Institutional Shares	14,683,001	(40,464,087)
Institutional Plus Shares	13,965,811	65,672,415
Institutional Select Shares	8,351,435	_
Net Increase (Decrease) from Capital Share Transactions	51,695,905	23,200,925
Total Increase (Decrease)	97,800,875	17,648,167
Net Assets		
Beginning of Period	400,651,057	383,002,890
End of Period ¹	498,451,932	400,651,057

¹ Net Assets—End of Period includes undistributed (overdistributed) net investment income of (\$85,889,000) and (\$83,137,000).

Investor Shares

For a Share Outstanding	Year Ended December 31,				ember 31,
Throughout Each Period	2016	2015	2014	2013	2012
Net Asset Value, Beginning of Period	\$50.78	\$51.58	\$46.67	\$35.64	\$31.29
Investment Operations					
Net Investment Income	1.022	.954	.854	.757	.720
Net Realized and Unrealized Gain (Loss) on Investments	5.282	(.807)	4.907	11.038	4.350
Total from Investment Operations	6.304	.147	5.761	11.795	5.070
Distributions					
Dividends from Net Investment Income	(1.024)	(.947)	(.851)	(.765)	(.720)
Distributions from Realized Capital Gains	_	_	_	_	_
Total Distributions	(1.024)	(.947)	(.851)	(.765)	(.720)
Net Asset Value, End of Period	\$56.06	\$50.78	\$51.58	\$46.67	\$35.64
Total Return ¹	12.53%	0.29%	12.43%	33.35%	16.25%
Ratios/Supplemental Data					
Net Assets, End of Period (Millions)	\$103,932	\$96,323	\$117,966	\$105,008	\$78,936
Ratio of Total Expenses to Average Net Assets	0.15%	0.16%	0.17%	0.17%	0.17%
Ratio of Net Investment Income to Average Net Assets	1.98%	1.85%	1.77%	1.84%	2.11%
Portfolio Turnover Rate ²	4%	3%	3%	4%	3%

¹ Total returns do not include account service fees that may have applied in the periods shown. Fund prospectuses provide information about any applicable account service fees.

² Excludes the value of portfolio securities received or delivered as a result of in-kind purchases or redemptions of the fund's capital shares, including ETF Creation Units.

ETF Shares

For a Share Outstanding	Year Ended December 31,				
Throughout Each Period	2016	2015	2014	2013	2012
Net Asset Value, Beginning of Period	\$104.34	\$106.00	\$95.91	\$73.24	\$64.29
Investment Operations					
Net Investment Income	2.214	2.082	1.874	1.657	1.564
Net Realized and Unrealized Gain (Loss) on Investments	10.871	(1.675)	10.085	22.686	8.949
Total from Investment Operations	13.085	.407	11.959	24.343	10.513
Distributions					
Dividends from Net Investment Income	(2.215)	(2.067)	(1.869)	(1.673)	(1.563)
Distributions from Realized Capital Gains	_	_	_	_	_
Total Distributions	(2.215)	(2.067)	(1.869)	(1.673)	(1.563)
Net Asset Value, End of Period	\$115.21	\$104.34	\$106.00	\$95.91	\$73.24
Total Return	12.68%	0.40%	12.56%	33.51%	16.41%
Ratios/Supplemental Data					
Net Assets, End of Period (Millions)	\$69,889	\$57,434	\$50,886	\$39,165	\$24,270
Ratio of Total Expenses to Average Net Assets	0.04%	0.05%	0.05%	0.05%	0.05%
Ratio of Net Investment Income to Average Net Assets	2.09%	1.96%	1.89%	1.96%	2.23%
Portfolio Turnover Rate ¹	4%	3%	3%	4%	3%

¹ Excludes the value of portfolio securities received or delivered as a result of in-kind purchases or redemptions of the fund's capital shares, including ETF Creation Units.

Admiral Shares

For a Share Outstanding	Year Ended Decen				ember 31,
Throughout Each Period	2016	2015	2014	2013	2012
Net Asset Value, Beginning of Period	\$50.79	\$51.60	\$46.69	\$35.65	\$31.30
Investment Operations					
Net Investment Income	1.077	1.013	.912	.807	.761
Net Realized and Unrealized Gain (Loss) on Investments	5.291	(.818)	4.908	11.047	4.350
Total from Investment Operations	6.368	.195	5.820	11.854	5.111
Distributions					
Dividends from Net Investment Income	(1.078)	(1.005)	(.910)	(.814)	(.761)
Distributions from Realized Capital Gains	_	_	_	_	_
Total Distributions	(1.078)	(1.005)	(.910)	(.814)	(.761)
Net Asset Value, End of Period	\$56.08	\$50.79	\$51.60	\$46.69	\$35.65
Total Return ¹	12.66%	0.39%	12.56%	33.52%	16.38%
Ratios/Supplemental Data					
Net Assets, End of Period (Millions)	\$151,612	\$126,363	\$117,476	\$86,541	\$59,771
Ratio of Total Expenses to Average Net Assets	0.04%	0.05%	0.05%	0.05%	0.05%
Ratio of Net Investment Income to Average Net Assets	2.09%	1.96%	1.89%	1.96%	2.23%
Portfolio Turnover Rate ²	4%	3%	3%	4%	3%

¹ Total returns do not include account service fees that may have applied in the periods shown. Fund prospectuses provide information about any applicable account service fees.

² Excludes the value of portfolio securities received or delivered as a result of in-kind purchases or redemptions of the fund's capital shares, including ETF Creation Units.

Institutional Shares

For a Share Outstanding			Year Ended December 31,		
Throughout Each Period	2016	2015	2014	2013	2012
Net Asset Value, Beginning of Period	\$50.80	\$51.60	\$46.69	\$35.66	\$31.30
Investment Operations					
Net Investment Income	1.082	1.017	.915	.808	.763
Net Realized and Unrealized Gain (Loss) on Investments	5.291	(.808.)	4.908	11.038	4.359
Total from Investment Operations	6.373	.209	5.823	11.846	5.122
Distributions					
Dividends from Net Investment Income	(1.083)	(1.009)	(.913)	(.816)	(.762)
Distributions from Realized Capital Gains	_	_	_	_	_
Total Distributions	(1.083)	(1.009)	(.913)	(.816)	(.762)
Net Asset Value, End of Period	\$56.09	\$50.80	\$51.60	\$46.69	\$35.66
Total Return	12.67%	0.42%	12.56%	33.49%	16.42%
Ratios/Supplemental Data					
Net Assets, End of Period (Millions)	\$79,443	\$57,438	\$96,674	\$65,738	\$39,367
Ratio of Total Expenses to Average Net Assets	0.03%	0.04%	0.04%	0.04%	0.04%
Ratio of Net Investment Income to Average Net Assets	2.10%	1.97%	1.90%	1.97%	2.24%
Portfolio Turnover Rate ¹	4%	3%	3%	4%	3%

¹ Excludes the value of portfolio securities received or delivered as a result of in-kind purchases or redemptions of the fund's capital shares, including ETF Creation Units.

Institutional Plus Shares

institutional i lus Silaies		
	Year	April 28,
	Ended	20151 to
	Dec. 31,	Dec. 31,
For a Share Outstanding Throughout Each Period	2016	2015
Net Asset Value, Beginning of Period	\$95.26	\$100.00
Investment Operations		
Net Investment Income	2.042	1.335
Net Realized and Unrealized Gain (Loss) on Investments	9.924	(4.631)
Total from Investment Operations	11.966	(3.296)
Distributions		
Dividends from Net Investment Income	(2.046)	(1.444)
Distributions from Realized Capital Gains	_	_
Total Distributions	(2.046)	(1.444)
Net Asset Value, End of Period	\$105.18	\$95.26
Total Return	12.69%	-3.28%
Ratios/Supplemental Data		
Net Assets, End of Period (Millions)	\$85,031	\$63,093
Ratio of Total Expenses to Average Net Assets	0.02%	0.02%2
Ratio of Net Investment Income to Average Net Assets	2.11%	1.99%²
Portfolio Turnover Rate ³	4%	3%4

¹ Inception.

² Annualized.

³ Excludes the value of portfolio securities received or delivered as a result of in-kind purchases or redemptions of the fund's capital shares, including ETF Creation Units.

⁴ Reflects the fund's portfolio turnover for the fiscal year ended December 31, 2015.

Institutional Select Shares

	June 27, 2016 ¹ to
For a Share Outstanding Throughout the Period	December 31, 2016
Net Asset Value, Beginning of Period	\$97.70
Investment Operations	
Net Investment Income	1.181
Net Realized and Unrealized Gain (Loss) on Investments	12.718
Total from Investment Operations	13.899
Distributions	
Dividends from Net Investment Income	(1.229)
Distributions from Realized Capital Gains	_
Total Distributions	(1.229)
Net Asset Value, End of Period	\$110.37
Total Return	14.24%
Ratios/Supplemental Data	
Net Assets, End of Period (Millions)	\$8,545
Ratio of Total Expenses to Average Net Assets	0.01%2
Ratio of Net Investment Income to Average Net Assets	2.15%2
Portfolio Turnover Rate ³	4%4

¹ Inception.

² Annualized.

³ Excludes the value of portfolio securities received or delivered as a result of in-kind purchases or redemptions of the fund's capital shares, including ETF Creation Units.

⁴ Reflects the fund's portfolio turnover for the fiscal year ended December 31, 2016.

Notes to Financial Statements

Vanguard Total Stock Market Index Fund is registered under the Investment Company Act of 1940 as an open-end investment company, or mutual fund. The fund offers six classes of shares: Investor Shares, ETF Shares, Admiral Shares, Institutional Shares, Institutional Plus Shares, and Institutional Select Shares. Investor Shares are available to any investor who meets the fund's minimum purchase requirements. ETF Shares are listed for trading on NYSE Arca; they can be purchased and sold through a broker. Admiral Shares, Institutional Shares, Institutional Plus Shares, and Institutional Select Shares are designed for investors who meet certain administrative, service, and account-size criteria. Institutional Select Shares were issued on June 27, 2016.

A. The following significant accounting policies conform to generally accepted accounting principles for U.S. investment companies. The fund consistently follows such policies in preparing its financial statements.

- 1. Security Valuation: Securities are valued as of the close of trading on the New York Stock Exchange (generally 4 p.m., Eastern time) on the valuation date. Equity securities are valued at the latest quoted sales prices or official closing prices taken from the primary market in which each security trades; such securities not traded on the valuation date are valued at the mean of the latest quoted bid and asked prices. Bonds and temporary cash investments are valued using the latest bid prices or using valuations based on a matrix system (which considers such factors as security prices, yields, maturities, and ratings), both as furnished by independent pricing services. Investments in Vanguard Market Liquidity Fund are valued at that fund's net asset value. Securities for which market quotations are not readily available, or whose values have been materially affected by events occurring before the fund's pricing time but after the close of the securities' primary markets, are valued by methods deemed by the board of trustees to represent fair value.
- 2. Futures Contracts: The fund uses index futures contracts to a limited extent, with the objectives of maintaining full exposure to the stock market, enhancing returns, maintaining liquidity, and minimizing transaction costs. The fund may purchase futures contracts to immediately invest incoming cash in the market, or sell futures in response to cash outflows, thereby simulating a fully invested position in the underlying index while maintaining a cash balance for liquidity. The fund may seek to enhance returns by using futures contracts instead of the underlying securities when futures are believed to be priced more attractively than the underlying securities. The primary risks associated with the use of futures contracts are imperfect correlation between changes in market values of stocks held by the fund and the prices of futures contracts, and the possibility of an illiquid market. Counterparty risk involving futures is mitigated because a regulated clearinghouse is the counterparty instead of the clearing broker. To further mitigate counterparty risk, the fund trades futures contracts on an exchange, monitors the financial strength of its clearing brokers and clearinghouse, and has entered into clearing agreements with its clearing brokers. The clearinghouse imposes initial margin requirements to secure the fund's performance and requires daily settlement of variation margin representing changes in the market value of each contract.

Futures contracts are valued at their quoted daily settlement prices. The aggregate settlement values of the contracts are not recorded in the Statement of Net Assets. Fluctuations in the value of the contracts are recorded in the Statement of Net Assets as an asset (liability) and in the Statement of Operations as unrealized appreciation (depreciation) until the contracts are closed, when they are recorded as realized futures gains (losses).

During the year ended December 31, 2016, the fund's average investments in long and short futures contracts represented less than 1% and 0% of net assets, respectively, based on the average of aggregate settlement values at each guarter-end during the period.

3. Swap Contracts: The fund has entered into equity swap contracts to earn the total return on selected reference stocks in the fund's target index. Under the terms of the swaps, the fund receives the total return on the referenced stock (i.e., receiving the increase or paying the decrease in value of the selected reference stock and receiving the equivalent of any dividends in respect of the selected referenced stock) over a specified period of time, applied to a notional amount that represents the value of a designated number of shares of the selected reference stock at the beginning of the equity swap contract. The fund also pays a floating rate that is based on short-term interest rates, applied to the notional amount. At the same time, the fund invests an amount approximating the notional amount of the swap in high-quality temporary cash investments.

The notional amounts of swap contracts are not recorded in the Statement of Net Assets. Swaps are valued daily based on market quotations received from independent pricing services or recognized dealers and the change in value is recorded in the Statement of Net Assets as an asset (liability) and in the Statement of Operations as unrealized appreciation (depreciation) until termination of the swap, at which time realized gain (loss) is recorded. A risk associated with all types of swaps is the possibility that a counterparty may default on its obligation to pay net amounts due to the fund. The fund's maximum amount subject to counterparty risk is the unrealized appreciation on the swap contract. The fund mitigates its counterparty risk by entering into swaps only with a diverse group of prequalified counterparties, monitoring their financial strength, entering into master netting arrangements with its counterparties, and requiring its counterparties to transfer collateral as security for their performance. In the absence of a default, the collateral pledged or received by the fund cannot be repledged, resold or rehypothecated. In the event of a counterparty's default (including bankruptcy), the fund may terminate any swap contracts with that counterparty, determine the net amount owed by either party in accordance with its master netting arrangements, and sell or retain any collateral held up to the net amount owed to the fund under the master netting arrangements. The swap contracts contain provisions whereby a counterparty may terminate open contracts if the fund net assets decline below a certain level, triggering a payment by the fund if the fund is in a net liability position at the time of the termination. The payment amount would be reduced by any collateral the fund has pledged. Any securities pledged as collateral for open contracts are noted in the Statement of Net Assets. The value of collateral received or pledged is compared daily to the value of the swap contracts exposure with each counterparty, and any difference, if in excess of a specified minimum transfer amount, is adjusted and settled within two business days.

During the year ended December 31, 2016, the fund's average amounts of investments in total return swaps represented less than 1% of net assets, based on the average of notional amounts at each quarter-end during the period.

4. Federal Income Taxes: The fund intends to continue to qualify as a regulated investment company and distribute all of its taxable income. Management has analyzed the fund's tax positions taken for all open federal income tax years (December 31, 2013–2016), and has concluded that no provision for federal income tax is required in the fund's financial statements.

- 5. Distributions: Distributions to shareholders are recorded on the ex-dividend date.
- 6. Securities Lending: To earn additional income, the fund lends its securities to qualified institutional borrowers. Security loans are subject to termination by the fund at any time, and are required to be secured at all times by collateral in an amount at least equal to the market value of securities loaned. Daily market fluctuations could cause the value of loaned securities to be more or less than the value of the collateral received. When this occurs, the collateral is adjusted and settled on the next business day. The fund further mitigates its counterparty risk by entering into securities lending transactions only with a diverse group of prequalified counterparties, monitoring their financial strength, and entering into master securities lending agreements with its counterparties. The master securities lending agreements provide that, in the event of a counterparty's default (including bankruptcy), the fund may terminate any loans with that borrower, determine the net amount owed, and sell or retain the collateral up to the net amount owed to the fund; however, such actions may be subject to legal proceedings. While collateral mitigates counterparty risk, in the absence of a default the fund may experience delays and costs in recovering the securities loaned. The fund invests cash collateral received in Vanguard Market Liquidity Fund, and records a liability in the Statement of Net Assets for the return of the collateral, during the period the securities are on loan. Securities lending income represents fees charged to borrowers plus income earned on invested cash collateral, less expenses associated with the loan. During the term of the loan, the fund is entitled to all distributions made on or in respect of the loaned securities.
- 7. Credit Facility: The fund and certain other funds managed by The Vanguard Group ("Vanguard") participate in a \$3.1 billion committed credit facility provided by a syndicate of lenders pursuant to a credit agreement that may be renewed annually; each fund is individually liable for its borrowings, if any, under the credit facility. Borrowings may be utilized for temporary and emergency purposes, and are subject to the fund's regulatory and contractual borrowing restrictions. The participating funds are charged administrative fees and an annual commitment fee of 0.10% of the undrawn amount of the facility; these fees are allocated to the funds based on a method approved by the fund's board of trustees and included in Management and Administrative expenses on the fund's Statement of Operations. Any borrowings under this facility bear interest at a rate based upon the higher of the one-month London Interbank Offered Rate, federal funds effective rate, or overnight bank funding rate plus an agreed-upon spread.

The fund had no borrowings outstanding at December 31, 2016. The fund made one borrowing in the amount of \$1,000,000 to test the operational readiness of the credit facility process. The borrowing was outstanding for one business day at an annualized interest rate of 1.34%, and the related interest expense is recorded in the Statement of Operations.

8. Other: Dividend income is recorded on the ex-dividend date. Interest income includes income distributions received from Vanguard Market Liquidity Fund and is accrued daily. Premiums and discounts on debt securities purchased are amortized and accreted, respectively, to interest income over the lives of the respective securities. Security transactions are accounted for on the date securities are bought or sold. Costs used to determine realized gains (losses) on the sale of investment securities are those of the specific securities sold.

Each class of shares has equal rights as to assets and earnings, except that each class separately bears certain class-specific expenses related to maintenance of shareholder accounts (included in Management and Administrative expenses) and shareholder reporting. Marketing and distribution expenses are allocated to each class of shares based on a method approved by the board of trustees. Income, other non-class-specific expenses, and gains and losses on investments are allocated to each class of shares based on its relative net assets.

B. In accordance with the terms of a Funds' Service Agreement (the "FSA") between Vanguard and the fund, Vanguard furnishes to the fund investment advisory, corporate management, administrative, marketing, and distribution services at Vanguard's cost of operations (as defined by the FSA). These costs of operations are allocated to the fund based on methods and guidelines approved by the board of trustees. Vanguard does not require reimbursement in the current period for certain costs of operations (such as deferred compensation/benefits and risk/insurance costs); the fund's liability for these costs of operations is included in Payables to Vanguard on the Statement of Net Assets.

Upon the request of Vanguard, the fund may invest up to 0.40% of its net assets as capital in Vanguard. At December 31, 2016, the fund had contributed to Vanguard capital in the amount of \$36,779,000, representing 0.01% of the fund's net assets and 14.71% of Vanguard's capitalization. The fund's trustees and officers are also directors and employees, respectively, of Vanguard.

C. Various inputs may be used to determine the value of the fund's investments. These inputs are summarized in three broad levels for financial statement purposes. The inputs or methodologies used to value securities are not necessarily an indication of the risk associated with investing in those securities.

Level 1—Quoted prices in active markets for identical securities.

Level 2—Other significant observable inputs (including quoted prices for similar securities, interest rates, prepayment speeds, credit risk, etc.).

Level 3—Significant unobservable inputs (including the fund's own assumptions used to determine the fair value of investments).

The following table summarizes the market value of the fund's investments as of December 31, 2016, based on the inputs used to value them:

	Level 1	Level 2	Level 3
Investments	(\$000)	(\$000)	(\$000)
Common Stocks	496,134,014	59	13,335
Convertible Bonds	_	424	_
Temporary Cash Investments	3,296,445	101,495	_
Futures Contracts—Liabilities ¹	(8,626)	_	_
Swap Contracts—Assets	_	761	_
Swap Contracts—Liabilities	_	(1,260)	_
Total	499,421,833	101,479	13,335

¹ Represents variation margin on the last day of the reporting period.

D. At December 31, 2016, the aggregate settlement value of open futures contracts and the related unrealized appreciation (depreciation) were:

				(\$000)
Futures Contracts	Expiration	Number of Long (Short) Contracts	Aggregate Settlement Value Long (Short)	Unrealized Appreciation (Depreciation)
E-mini S&P 500 Index	March 2017	18,689	2,089,617	(16,572)
E-mini Russell 2000 Index	March 2017	1,914	129,855	(2,825)
E-mini S&P Mid-Cap 400 Index	March 2017	240	39,818	(761)
				(20,158)

Unrealized appreciation (depreciation) on open futures contracts is required to be treated as realized gain (loss) for tax purposes.

At December 31, 2016, the fund had the following open total return swap contracts:

				Floating	Unrealized
			Notional	Interest Rate	Appreciation
	Termination		Amount	Received	(Depreciation)
Reference Entity	Date	Counterparty	(\$000)	(Paid)	(\$000)
Ambac Financial Group Inc.	1/6/17	GSCM	10,501	(1.054%)	(1,260)
SLM Corp.	2/21/17	GSI	36,200	(1.149%)	761
					(499)

GSCM—Goldman Sachs Capital Management.

GSI-Goldman Sachs International.

At December 31, 2016, the counterparty had deposited in segregated accounts securities with a value of \$615,000 in connection with amounts due to the fund for open swap contracts.

E. Distributions are determined on a tax basis and may differ from net investment income and realized capital gains for financial reporting purposes. Differences may be permanent or temporary. Permanent differences are reclassified among capital accounts in the financial statements to reflect their tax character. Temporary differences arise when certain items of income, expense, gain, or loss are recognized in different periods for financial statement and tax purposes. These differences will reverse at some time in the future. Differences in classification may also result from the treatment of short-term gains as ordinary income for tax purposes.

During the year ended December 31, 2016, the fund realized \$3,628,320,000 of net capital gains resulting from in-kind redemptions—in which shareholders exchanged fund shares for securities held by the fund rather than for cash. Because such gains are not taxable to the fund, and are not distributed to shareholders, they have been reclassified from accumulated net realized losses to paid-in capital.

Realized and unrealized gains (losses) on certain of the fund's swap contracts are treated as ordinary income (loss) for tax purposes. Realized gains of \$20,576,000 on swap contracts have been reclassified from accumulated net realized losses to overdistributed net investment income.

For tax purposes, at December 31, 2016, the fund had \$127,295,000 of ordinary income available for distribution. The fund used capital loss carryforwards of \$318,876,000 to offset taxable capital gains realized during the year ended December 31, 2016. Capital loss carryforwards of \$488,298,000 expired on December 31, 2016; accordingly, such losses have been reclassified from accumulated net realized losses to paid-in capital. The fund realized losses of \$463,562,000 during the period from November 1, 2016, through December 31, 2016, which are deferred and will be treated as realized for tax purposes in fiscal 2017. The fund will use these capital losses to offset net taxable capital gains, if any, realized during the year ending December 31, 2017.

At December 31, 2016, the cost of investment securities for tax purposes was \$344,735,592,000. Net unrealized appreciation of investment securities for tax purposes was \$154,810,180,000, consisting of unrealized gains of \$166,042,941,000 on securities that had risen in value since their purchase and \$11,232,761,000 in unrealized losses on securities that had fallen in value since their purchase.

- F. During the year ended December 31, 2016, the fund purchased \$76,882,731,000 of investment securities and sold \$24,431,366,000 of investment securities, other than temporary cash investments. Purchases and sales include \$20,773,929,000 and \$6,379,309,000, respectively, in connection with in-kind purchases and redemptions of the fund's capital shares.
- G. Capital share transactions for each class of shares were:

	Year Ended December 31				
		2016		2015	
	Amount (\$000)	Shares (000)	Amount (\$000)	Shares (000)	
Investor Shares					
Issued	11,360,219	224,105	9,615,095	187,612	
Issued in Lieu of Cash Distributions	1,919,404	36,018	2,000,863	39,195	
Redeemed	(15,912,746)	(303,219)	(32,002,680)	(616,831)	
Net Increase (Decrease)—Investor Shares	(2,633,123)	(43,096)	(20,386,722)	(390,024)	
ETF Shares					
Issued	12,651,306	117,794	25,815,534	241,287	
Issued in Lieu of Cash Distributions	_	_	_	_	
Redeemed	(6,495,241)	(61,600)	(18,296,939)	(170,900)	
Net Increase (Decrease)—ETF Shares	6,156,065	56,194	7,518,595	70,387	
Admiral Shares					
Issued	23,021,975	443,481	22,278,360	430,686	
Issued in Lieu of Cash Distributions	2,437,517	45,667	2,101,249	41,298	
Redeemed	(14,286,776)	(273,567)	(13,518,885)	(260,874)	
Net Increase (Decrease)—Admiral Shares	11,172,716	215,581	10,860,724	211,110	
Institutional Shares					
Issued	23,023,849	445,440	34,182,938	666,236	
Issued in Lieu of Cash Distributions	1,314,828	24,590	1,369,736	26,567	
Redeemed	(9,655,676)	(184,350)	(76,016,761)	(1,435,499)	
Net Increase (Decrease)—Institutional Shares	14,683,001	285,680	(40,464,087)	(742,696)	

			Year Ended De	ecember 31,
		2016		2015
	Amount (\$000)	Shares (000)	Amount (\$000)	Shares (000)
Institutional Plus Shares ¹				
Issued	17,424,884	181,141	70,375,821	710,136
Issued in Lieu of Cash Distributions	1,561,503	15,576	668,273	7,223
Redeemed	(5,020,576)	(50,622)	(5,371,679)	(55,060)
Net Increase (Decrease)—Institutional Plus Shares	13,965,811	146,095	65,672,415	662,299
Institutional Select Shares ²				
Issued	8,412,782	78,011	_	_
Issued in Lieu of Cash Distributions	66,262	600	_	_
Redeemed	(127,609)	(1,185)	_	_
Net Increase (Decrease)—Institutional Select Shares	8 351 435	77 426	_	

¹ Inception was April 28, 2015, for Institutional Plus Shares.

H. Management has determined that no material events or transactions occurred subsequent to December 31, 2016, that would require recognition or disclosure in these financial statements.

² Inception was June 27, 2016, for Institutional Select Shares.

Report of Independent Registered Public Accounting Firm

To the Board of Trustees of Vanguard Index Funds and the Shareholders of Vanguard Total Stock Market Index Fund:

In our opinion, the accompanying statement of net assets-investments summary and the related statements of operations and of changes in net assets and the financial highlights present fairly, in all material respects, the financial position of Vanquard Total Stock Market Index Fund (constituting a separate portfolio of Vanguard Index Funds, hereafter referred to as the "Fund") at December 31, 2016, the results of its operations for the year then ended, the changes in its net assets for each of the two years in the period then ended, and the financial highlights for each of the periods indicated, in conformity with accounting principles generally accepted in the United States of America. These financial statements and financial highlights (hereafter referred to as "financial statements") are the responsibility of the Fund's management. Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these financial statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits, which included confirmation of securities at December 31, 2016 by correspondence with the custodian and brokers and by agreement to the underlying ownership records of the transfer agent, provide a reasonable basis for our opinion.

/s/PricewaterhouseCoopers LLP Philadelphia, Pennsylvania February 13, 2017

Special 2016 tax information (unaudited) for Vanguard Total Stock Market Index Fund

This information for the fiscal year ended December 31, 2016, is included pursuant to provisions of the Internal Revenue Code.

The fund distributed \$8,437,234,000 of qualified dividend income to shareholders during the fiscal year.

For corporate shareholders, 87.7% of investment income (dividend income plus short-term gains, if any) qualifies for the dividends-received deduction.

Your Fund's After-Tax Returns

This table presents returns for your fund both before and after taxes. The after-tax returns are shown in two ways: (1) assuming that an investor owned the fund during the entire period and paid taxes on the fund's distributions, and (2) assuming that an investor paid taxes on the fund's distributions and sold all shares at the end of each period.

Calculations are based on the highest individual federal income tax and capital gains tax rates in effect at the times of the distributions and the hypothetical sales. State and local taxes were not considered. After-tax returns reflect any qualified dividend income. (In the example, returns after the sale of fund shares may be higher than those assuming no sale. This occurs when the sale would have produced a capital loss. The calculation assumes that the investor received a tax deduction for the loss.)

The table shows returns for Investor Shares only; returns for other share classes will differ. Please note that your actual after-tax returns will depend on your tax situation and may differ from those shown. Also note that if you own the fund in a tax-deferred account, such as an individual retirement account or a 401(k) plan, this information does not apply to you. Such accounts are not subject to current taxes.

Finally, keep in mind that a fund's performance—whether before or after taxes—does not guarantee future results.

Average Annual Total Returns: Total Stock Market Index Fund Investor Shares Periods Ended December 31, 2016

	One Year	Five Years	Ten Years
Returns Before Taxes	12.53%	14.49%	7.11%
Returns After Taxes on Distributions	11.99	14.01	6.73
Returns After Taxes on Distributions and Sale of Fund Shares	7.45	11.61	5.72

About Your Fund's Expenses

As a shareholder of the fund, you incur ongoing costs, which include costs for portfolio management, administrative services, and shareholder reports (like this one), among others. Operating expenses, which are deducted from a fund's gross income, directly reduce the investment return of the fund.

A fund's expenses are expressed as a percentage of its average net assets. This figure is known as the expense ratio. The following examples are intended to help you understand the ongoing costs (in dollars) of investing in your fund and to compare these costs with those of other mutual funds. The examples are based on an investment of \$1,000 made at the beginning of the period shown and held for the entire period.

The accompanying table illustrates your fund's costs in two ways:

• Based on actual fund return. This section helps you to estimate the actual expenses that you paid over the period. The "Ending Account Value" shown is derived from the fund's actual return, and the third column shows the dollar amount that would have been paid by an investor who started with \$1,000 in the fund. You may use the information here, together with the amount you invested, to estimate the expenses that you paid over the period.

To do so, 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 given for your fund under the heading "Expenses Paid During Period."

• Based on hypothetical 5% yearly return. This section is intended to help you compare your fund's costs with those of other mutual funds. It assumes that the fund had a yearly return of 5% before expenses, but that the expense ratio is unchanged. In this case—because the return used is not the fund's actual return—the results do not apply to your investment. The example is useful in making comparisons because the Securities and Exchange Commission requires all mutual funds to calculate expenses based on a 5% return. You can assess your fund's costs by comparing this hypothetical example with the hypothetical examples that appear in shareholder reports of other funds.

Note that the expenses shown in the table are meant to highlight and help you compare *ongoing* costs only and do not reflect transaction costs incurred by the fund for buying and selling securities. Further, the expenses do not include any purchase, redemption, or account service fees described in the fund prospectus. If such fees were applied to your account, your costs would be higher. Your fund does not carry a "sales load."

The calculations assume no shares were bought or sold during the period. Your actual costs may have been higher or lower, depending on the amount of your investment and the timing of any purchases or redemptions.

You can find more information about the fund's expenses, including annual expense ratios, in the Financial Statements section of this report. For additional information on operating expenses and other shareholder costs, please refer to your fund's current prospectus.

Six Months Ended December 31, 2016

Total Stock Market Index Fund	Beginning Account Value 6/30/2016	Ending Account Value 12/31/2016	Expenses Paid During Period
Based on Actual Fund Return			
Investor Shares	\$1,000.00	\$1,086.38	\$0.79
ETF Shares	1,000.00	1,087.16	0.21
Admiral Shares	1,000.00	1,086.93	0.21
Institutional Shares	1,000.00	1,087.16	0.16
Institutional Plus Shares	1,000.00	1,087.11	0.10
Institutional Select Shares	1,000.00	1,087.15	0.05
Based on Hypothetical 5% Yearly Return			
Investor Shares	\$1,000.00	\$1,024.38	\$0.76
ETF Shares	1,000.00	1,024.94	0.20
Admiral Shares	1,000.00	1,024.94	0.20
Institutional Shares	1,000.00	1,024.99	0.15
Institutional Plus Shares	1,000.00	1,025.04	0.10
Institutional Select Shares	1,000.00	1,025.09	0.05

The calculations are based on expenses incurred in the most recent six-month period. The fund's annualized six-month expense ratios for that period are 0.15% for Investor Shares, 0.04% for ETF Shares, 0.04% for Admiral Shares, 0.03% for Institutional Shares, 0.02% for Institutional Plus Shares, and 0.01% for Institutional Select Shares. The dollar amounts shown as "Expenses Paid" are equal to the annualized expense ratio multiplied by the average account value over the period, multiplied by the number of days in the most recent six-month period, then divided by the number of days in the most recent 12-month period (184/366).

Glossary

30-Day SEC Yield. A fund's 30-day SEC yield is derived using a formula specified by the U.S. Securities and Exchange Commission. Under the formula, data related to the fund's security holdings in the previous 30 days are used to calculate the fund's hypothetical net income for that period, which is then annualized and divided by the fund's estimated average net assets over the calculation period. For the purposes of this calculation, a security's income is based on its current market yield to maturity (for bonds), its actual income (for asset-backed securities), or its projected dividend yield (for stocks). Because the SEC yield represents hypothetical annualized income, it will differ—at times significantly—from the fund's actual experience. As a result, the fund's income distributions may be higher or lower than implied by the SEC yield.

Beta. A measure of the magnitude of a fund's past share-price fluctuations in relation to the ups and downs of a given market index. The index is assigned a beta of 1.00. Compared with a given index, a fund with a beta of 1.20 typically would have seen its share price rise or fall by 12% when the index rose or fell by 10%. For this report, beta is based on returns over the past 36 months for both the fund and the index. Note that a fund's beta should be reviewed in conjunction with its R-squared (see definition). The lower the R-squared, the less correlation there is between the fund and the index, and the less reliable beta is as an indicator of volatility.

Dividend Yield. Dividend income earned by stocks, expressed as a percentage of the aggregate market value (or of net asset value, for a fund). The yield is determined by dividing the amount of the annual dividends by the aggregate value (or net asset value) at the end of the period. For a fund, the dividend yield is based solely on stock holdings and does not include any income produced by other investments.

Earnings Growth Rate. The average annual rate of growth in earnings over the past five years for the stocks now in a fund

Equity Exposure. A measure that reflects a fund's investments in stocks and stock futures. Any holdings in short-term reserves are excluded.

Expense Ratio. A fund's total annual operating expenses expressed as a percentage of the fund's average net assets. The expense ratio includes management and administrative expenses, but does not include the transaction costs of buying and selling portfolio securities.

Foreign Holdings. The percentage of a fund represented by securities or depositary receipts of companies based outside the United States.

Inception Date. The date on which the assets of a fund (or one of its share classes) are first invested in accordance with the fund's investment objective. For funds with a subscription period, the inception date is the day after that period ends. Investment performance is measured from the inception date.

Median Market Cap. An indicator of the size of companies in which a fund invests; the midpoint of market capitalization (market price x shares outstanding) of a fund's stocks, weighted by the proportion of the fund's assets invested in each stock. Stocks representing half of the fund's assets have market capitalizations above the median, and the rest are below it.

Price/Book Ratio. The share price of a stock divided by its net worth, or book value, per share. For a fund, the weighted average price/book ratio of the stocks it holds.

Price/Earnings Ratio. The ratio of a stock's current price to its per-share earnings over the past year. For a fund, the weighted average P/E of the stocks it holds. P/E is an indicator of market expectations about corporate prospects; the higher the P/E, the greater the expectations for a company's future growth.

R-Squared. A measure of how much of a fund's past returns can be explained by the returns from the market in general, as measured by a given index. If a fund's total returns were precisely synchronized with an index's returns, its R-squared would be 1.00. If the fund's returns bore no relationship to the index's returns, its R-squared would be 0. For this report, R-squared is based on returns over the past 36 months for both the fund and the index.

Return on Equity. The annual average rate of return generated by a company during the past five years for each dollar of shareholder's equity (net income divided by shareholder's equity). For a fund, the weighted average return on equity for the companies whose stocks it holds.

Short-Term Reserves. The percentage of a fund invested in highly liquid, short-term securities that can be readily converted to cash.

Turnover Rate. An indication of the fund's trading activity. Funds with high turnover rates incur higher transaction costs and may be more likely to distribute capital gains (which may be taxable to investors). The turnover rate excludes in-kind transactions, which have minimal impact on costs.

Benchmark Information

Spliced Total Stock Market Index: Dow Jones U.S. Total Stock Market Index (formerly known as the Dow Jones Wilshire 5000 Index) through April 22, 2005; MSCI US Broad Market Index through June 2, 2013; and CRSP US Total Market Index thereafter.

The People Who Govern Your Fund

The trustees of your mutual fund are there to see that the fund is operated and managed in your best interests since, as a shareholder, you are a part owner of the fund. Your fund's trustees also serve on the board of directors of The Vanguard Group, Inc., which is owned by the Vanguard funds and provides services to them on an at-cost basis.

A majority of Vanguard's board members are independent, meaning that they have no affiliation with Vanguard or the funds they oversee, apart from the sizable personal investments they have made as private individuals. The independent board members have distinguished backgrounds in business, academia, and public service. Each of the trustees and executive officers oversees 198 Vanguard funds.

The following table provides information for each trustee and executive officer of the fund. The mailing address of the trustees and officers is P.O. Box 876, Valley Forge, PA 19482. More information about the trustees is in the *Statement of Additional Information*, which can be obtained, without charge, by contacting Vanguard at 800-662-7447, or online at vanguard.com.

Interested Trustee¹

F. William McNabb III

Born 1957. Trustee Since July 2009. Chairman of the Board. Principal Occupation(s) During the Past Five Years and Other Experience: Chairman of the Board of The Vanguard Group, Inc., and of each of the investment companies served by The Vanguard Group, since January 2010; Director of The Vanguard Group since 2008; Chief Executive Officer and President of The Vanguard Group, and of each of the investment companies served by The Vanguard Group, since 2008; Director of Vanguard Marketing Corporation; Managing Director of The Vanguard Group (1995–2008).

Independent Trustees

Emerson U. Fullwood

Born 1948. Trustee Since January 2008. Principal Occupation(s) During the Past Five Years and Other Experience: Executive Chief Staff and Marketing Officer for North America and Corporate Vice President (retired 2008) of Xerox Corporation (document management products and services); Executive in Residence and 2009–2010 Distinguished Minett Professor at the Rochester Institute of Technology; Lead Director of SPX FLOW, Inc. (multi-industry manufacturing); Director of the United Way of Rochester, the University of Rochester Medical Center, Monroe Community College Foundation, North Carolina A&T University, and Roberts Wesleyan College.

Rajiv L. Gupta

Born 1945. Trustee Since December 2001.² Principal Occupation(s) During the Past Five Years and Other Experience: Chairman and Chief Executive Officer (retired 2009) and President (2006–2008) of Rohm and Haas Co. (chemicals); Director of Tyco International plc (diversified manufacturing and services), HP Inc. (printer and personal computer manufacturing), and Delphi Automotive plc (automotive components); Senior Advisor at New Mountain Capital.

Amy Gutmann

Born 1949. Trustee Since June 2006. Principal Occupation(s) During the Past Five Years and Other Experience: President of the University of Pennsylvania; Christopher H. Browne Distinguished Professor of Political Science, School of Arts and Sciences, and Professor of Communication, Annenberg School for Communication, with secondary faculty appointments in the Department of Philosophy, School of Arts and Sciences, and at the Graduate School of Education, University of Pennsylvania; Trustee of the National Constitution Center; Chair of the Presidential Commission for the Study of Bioethical Issues.

JoAnn Heffernan Heisen

Born 1950. Trustee Since July 1998. Principal Occupation(s) During the Past Five Years and Other Experience: Corporate Vice President and Chief Global Diversity Officer (retired 2008) and Member of the Executive Committee (1997–2008) of Johnson & Johnson (pharmaceuticals/medical devices/consumer products); Director of Skytop Lodge Corporation (hotels) and the Robert Wood Johnson Foundation; Member of the Advisory Board of the Institute for Women's Leadership at Rutgers University.

F. Joseph Loughrey

Born 1949. Trustee Since October 2009. Principal Occupation(s) During the Past Five Years and Other Experience: President and Chief Operating Officer (retired 2009) of Cummins Inc. (industrial machinery); Chairman of the Board of Hillenbrand, Inc. (specialized consumer services), and of Oxfam America; Director of SKF AB (industrial machinery), Hyster-Yale Materials Handling, Inc. (forklift trucks), the Lumina Foundation for Education, and the V Foundation for Cancer Research; Member of the Advisory Council for the College of Arts and Letters and of the Advisory Board to the Kellogg Institute for International Studies, both at the University of Notre Dame.

Mark Loughridge

Born 1953. Trustee Since March 2012. Principal Occupation(s) During the Past Five Years and Other Experience: Senior Vice President and Chief Financial Officer (retired 2013) at IBM (information technology services); Fiduciary Member of IBM's Retirement Plan Committee (2004–2013); Director of the Dow Chemical Company; Member of the Council on Chicago Booth.

Scott C. Malpass

Born 1962. Trustee Since March 2012. Principal Occupation(s) During the Past Five Years and Other Experience: Chief Investment Officer and Vice President at the University of Notre Dame; Assistant Professor of Finance at the Mendoza College of Business at Notre Dame; Member of the Notre Dame 403(b) Investment Committee, the Board of Advisors for Spruceview Capital Partners, and the Investment Advisory Committee of Major League Baseball; Board Member of TIFF Advisory Services, Inc., and Catholic Investment Services, Inc. (investment advisors).

André F. Perold

Born 1952. Trustee Since December 2004. Principal Occupation(s) During the Past Five Years and Other Experience: George Gund Professor of Finance and Banking, Emeritus at the Harvard Business School (retired 2011); Chief Investment Officer and Managing Partner of HighVista Strategies LLC (private investment firm); Director of Rand Merchant Bank; Overseer of the Museum of Fine Arts Boston.

Peter F. Volanakis

Born 1955. Trustee Since July 2009. Principal Occupation(s) During the Past Five Years and Other Experience: President and Chief Operating Officer (retired 2010) of Corning Incorporated (communications equipment); Chairman of the Board of Trustees of Colby-Sawyer College; Member of the Advisory Board of the Norris Cotton Cancer Center.

Executive Officers

Glenn Booraem

Born 1967. Treasurer Since May 2015. Principal Occupation(s) During the Past Five Years and Other Experience: Principal of The Vanguard Group, Inc.; Treasurer of each of the investment companies served by The Vanguard Group; Controller of each of the investment companies served by The Vanguard Group (2010–2015); Assistant Controller of each of the investment companies served by The Vanguard Group (2001–2010).

Thomas J. Higgins

Born 1957. Chief Financial Officer Since September 2008. Principal Occupation(s) During the Past Five Years and Other Experience: Principal of The Vanguard Group, Inc.; Chief Financial Officer of each of the investment companies served by The Vanguard Group; Treasurer of each of the investment companies served by The Vanguard Group (1998–2008).

Peter Mahoney

Born 1974. Controller Since May 2015. Principal Occupation(s) During the Past Five Years and Other Experience: Head of Global Fund Accounting at The Vanguard Group, Inc.; Controller of each of the investment companies served by The Vanguard Group; Head of International Fund Services at The Vanguard Group (2008–2014).

Anne E. Robinson

Born 1970. Secretary Since September 2016. Principal Occupation(s) During the Past Five Years and Other Experience: Managing Director of The Vanguard Group, Inc.; General Counsel of The Vanguard Group; Secretary of The Vanguard Group and of each of the investment companies served by The Vanguard Group; Director and Senior Vice President of Vanguard Marketing Corporation; Managing Director and General Counsel of Global Cards and Consumer Services at Citigroup (2014–2016); Counsel at American Express (2003–2014).

Vanguard Senior Management Team

Mortimer J. Buckley Martha G. King John T. Marcante Chris D. McIsaac James M. Norris

Thomas M. Rampulla Glenn W. Reed Karin A. Risi Michael Rollings

Chairman Emeritus and Senior Advisor

John J. Brennan

Chairman, 1996-2009

Chief Executive Officer and President, 1996–2008

Founder

John C. Bogle

Chairman and Chief Executive Officer, 1974-1996

- 1 Mr. McNabb is considered an "interested person," as defined in the Investment Company Act of 1940, because he is an officer of the Vanquard funds.
- 2 December 2002 for Vanguard Equity Income Fund, the Vanguard Municipal Bond Funds, and the Vanguard State Tax-Exempt Funds.



P.O. Box 2600 Valley Forge, PA 19482-2600

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All comparative mutual fund data are from Lipper, a Thomson Reuters Company, or Morningstar, Inc., unless otherwise noted.

You can obtain a free copy of Vanguard's proxy voting guidelines by visiting vanguard.com/proxyreporting or by calling Vanguard at 800-662-2739. The guidelines are also available from the SEC's website, sec.gov. In addition, you may obtain a free report on how your fund voted the proxies for securities it owned during the 12 months ended June 30. To get the report, visit either vanguard.com/proxyreporting or sec.gov.

You can review and copy information about your fund at the SEC's Public Reference Room in Washington, D.C. To find out more about this public service, call the SEC at 202-551-8090. Information about your fund is also available on the SEC's website, and you can receive copies of this information, for a fee, by sending a request in either of two ways: via email addressed to publicinfo@sec.gov or via regular mail addressed to the Public Reference Section, Securities and Exchange Commission, Washington, DC 20549-1520.

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Praxair Inc. Air Products & Chemicals Inc.	6,043,761	708,268
Ecolab Inc.	4,590,678 5,563,773	660,231 652,185
LyondellBasell Industries NV Class A	6,932,822	594,697
PPG Industries Inc.	5,641,524	534,591
International Paper Co.	8,698,490	461,542
Nucor Corp.	6,709,217	399,333
Newmont Mining Corp.	11,242,949	383,047
Freeport-McMoRan Inc.	25,935,226	342,086
Celanese Corp. Class A	3,065,307	241,362
Eastman Chemical Co.	2,934,207	220,682
Mosaic Co.	7,411,996	217,394
Albemarle Corp.	2,380,817	204,941
International Flavors & Fragrances Inc.	1,541,451	181,629
Steel Dynamics Inc.	4,902,169	174,419
Arconic Inc.	9,290,231	172,241
FMC Corp.	2,832,158	160,187
CF Industries Holdings Inc.	4,929,443	155,179
RPM International Inc.	2,824,745	152,056
Ashland Global Holdings Inc.	1,314,457	143,657 131,872
Avery Dennison Corp. Axalta Coating Systems Ltd.	1,877,984 4,559,640	124,022
United States Steel Corp.	3,652,387	120,565
Reliance Steel & Aluminum Co.	1,470,534	116,966
Alcoa Corp.	3,828,243	107,497
WR Grace & Co.	1,490,190	100,796
US Silica Holdings Inc.	1,674,757	94,925
Scotts Miracle-Gro Co. Class A	960,869	91,811
Olin Corp.	3,494,343	89,490
Royal Gold Inc.	1,387,317	87,887
NewMarket Corp.	204,003	86,465
Chemours Co.	3,843,928	84,912
Huntsman Corp.	4,270,923	81,489
Sensient Technologies Corp.	945,818	74,322
AK Steel Holding Corp.	6,624,443	67,636
Versum Materials Inc.	2,293,022	64,365
CONSOL Energy Inc.	3,403,473	62,045
Cabot Corp. PolyOne Corp.	1,187,825 1,770,350	60,033
Minerals Technologies Inc.	1,779,350 735,719	57,010 56,834
Compass Minerals International Inc.	733,719	56,660
Balchem Corp.	668,526	56,103
Commercial Metals Co.	2,551,623	55,574
Domtar Corp.	1,326,886	51,788
HB Fuller Co.	1,060,497	51,233
Univar Inc.	1,757,541	49,861
Ingevity Corp.	892,941	48,987
Westlake Chemical Corp.	821,052	45,971
Hecla Mining Co.	8,503,876	44,560
Chemtura Corp.	1,341,855	44,550
Worthington Industries Inc.	939,022	44,547
Stillwater Mining Co.	2,580,646	41,574
KapStone Paper and Packaging Corp.	1,844,027	40,661
Platform Specialty Products Corp.	4,101,975	40,240
GCP Applied Technologies Inc.	1,500,921	40,150
Fairmount Santrol Holdings Inc.	3,293,195	38,827
Cambrex Corp.	679,307	36,649
Cliffs Natural Resources Inc. Allegheny Technologies Inc.	4,346,554 2,290,562	36,555 36,489

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	*		21,102	
Empire Resources Inc. 78,065 530	*,^			
		Empire Resources Inc.	78,065	530

			Market
		Shares	Value (\$000)
	United-Guardian Inc.	26,819	416
*,^	Marrone Bio Innovations Inc.	188,755	404
*	Solitario Exploration & Royalty Corp.	539,324	343
*,^	Golden Minerals Co.	563,224	327
*	General Moly Inc.	1,015,507	254 202
*	Dynasil Corp. of America Ikonics Corp.	158,073 6,410	73
*	TOR Minerals International Inc.	2,580	16
*	US Antimony Corp.	6,500	2
Co	onsumer Goods (9.5%)	<u> </u>	12,812,037
CO	Procter & Gamble Co.	56,683,460	4,765,945
	Coca-Cola Co.	82,265,445	3,410,725
	PepsiCo Inc.	30,407,160	3,181,501
	Philip Morris International Inc.	32,864,233	3,006,749
	Altria Group Inc.	41,374,314	2,797,731
	NIKE Inc. Class B	28,314,543	1,439,228
	Mondelez International Inc. Class A	31,140,671	1,380,466
	Colgate-Palmolive Co.	18,900,163	1,236,827
	Kraft Heinz Co.	12,887,717	1,125,355
	Reynolds American Inc.	18,136,060	1,016,345
	Ford Motor Co.	82,605,613	1,002,006
	Monsanto Co.	9,280,867	976,440
	General Motors Co. Kimberly-Clark Corp.	27,494,722 7,607,098	957,916 868.122
	General Mills Inc.	12,565,081	776,145
	Archer-Daniels-Midland Co.	12,215,374	557,632
	Constellation Brands Inc. Class A	3,562,647	546,189
*,^	Tesla Motors Inc.	2,554,526	545,877
	Activision Blizzard Inc.	14,152,284	511,039
*	Electronic Arts Inc.	6,060,507	477,326
	Newell Brands Inc.	10,215,173	456,107
*	Monster Beverage Corp.	9,065,766	401,976
	Delphi Automotive plc	5,749,454	387,226
	Kellogg Co.	5,189,278	382,502
	Tyson Foods Inc. Class A	6,173,150	380,760
	Conagra Brands Inc. Stanley Black & Decker Inc.	9,271,887 3,183,157	366,703 365,076
	Molson Coors Brewing Co. Class B	3,696,160	359,673
	Estee Lauder Cos. Inc. Class A	4,668,278	357,077
	Dr Pepper Snapple Group Inc.	3,926,876	356,050
	Clorox Co.	2,737,602	328,567
	VF Corp.	5,750,065	306,766
	Hershey Co.	2,905,729	300,540
	JM Smucker Co.	2,342,176	299,939
	Whirlpool Corp.	1,596,055	290,115
	Genuine Parts Co.	2,999,765	286,598
*	Mead Johnson Nutrition Co.	3,908,355	276,555
	Mohawk Industries Inc.	1,334,607	266,494
	Campbell Soup Co. Church & Dwight Co. Inc.	4,247,461 5,453,876	256,844 241,007
	McCormick & Co. Inc.	2,432,573	227,032
	Harley-Davidson Inc.	3,752,367	218,913
	Bunge Ltd.	2,950,456	213,141
	Snap-on Inc.	1,232,812	211,144
*	WhiteWave Foods Co. Class A	3,741,390	208,021
	Coach Inc.	5,895,332	206,455
	DR Horton Inc.	7,509,655	205,239
	Lear Corp.	1,517,148	200,825
	Mattel Inc.	7,204,202	198,476
	Hormel Foods Corp.	5,613,707	195,413
_	Ingredion Inc.	1,525,485	190,625
*	LKQ Corp.	6,157,743	188,735
	Hasbro Inc.	2,384,107	185,460

			Market
		Shares	Value (\$000)
_	D. M. J.		
	BorgWarner Inc. Coty Inc. Class A	4,433,957 9,495,493	174,875 173,862
	Hanesbrands Inc.	9,493,493 8,007,861	173,802
	Brown-Forman Corp. Class B	3,832,239	172,730
	Goodyear Tire & Rubber Co.	5,556,970	172,144
	Lennar Corp. Class A	3,912,475	167,963
	Harman International Industries Inc.	1,479,074	164,414
	Leucadia National Corp.	6,852,814	159,328
*	Middleby Corp.	1,220,079	157,158
	PVH Corp.	1,710,545	154,360
*	Michael Kors Holdings Ltd.	3,340,648	143,581
	Leggett & Platt Inc.	2,838,947	138,768
	Pinnacle Foods Inc.	2,488,857	133,029
*	Lululemon Athletica Inc.	2,016,396	131,046
*	NVR Inc.	78,422	130,886
	Gentex Corp.	6,137,688	120,851
*	WABCO Holdings Inc.	1,120,862	118,979
	PulteGroup Inc.	6,440,380	118,374
	Lamb Weston Holdings Inc.	3,079,250	116,550
*,^	Under Armour Inc. Class A	3,948,296	114,698
	Ralph Lauren Corp. Class A	1,191,843	107,647
^	Polaris Industries Inc.	1,289,402	106,234
	Thor Industries Inc.	1,044,325	104,485
*	Post Holdings Inc.	1,295,578	104,152
	Brunswick Corp.	1,907,111	104,014
	Toll Brothers Inc.	3,160,386	97,972
	Under Armour Inc.	3,836,509	96,565
*	Edgewell Personal Care Co.	1,245,208	90,888
	Take-Two Interactive Software Inc.	1,815,280	89,475
	Pool Corp. Carter's Inc.	836,654 1,007,339	87,296
*	TreeHouse Foods Inc.	1,007,338 1,198,667	87,024 86,532
*	Hain Celestial Group Inc.	2,186,483	85,338
	Flowers Foods Inc.	3,951,822	78,918
*	Tenneco Inc.	1,156,544	72,249
*,^	Tempur Sealy International Inc.	1,050,000	71,694
*,^	Herbalife Ltd.	1,441,788	69,408
*	Skechers U.S.A. Inc. Class A	2,820,832	69,336
	Snyder's-Lance Inc.	1,623,116	62,230
	B&G Foods Inc.	1,405,064	61,542
	Spectrum Brands Holdings Inc.	500,768	61,259
	Energizer Holdings Inc.	1,326,901	59,193
	Dana Inc.	3,073,544	58,336
	Visteon Corp.	712,876	57,272
	Lancaster Colony Corp.	403,170	57,004
*	Manitowoc Foodservice Inc.	2,902,822	56,112
	Nu Skin Enterprises Inc. Class A	1,121,892	53,604
	CalAtlantic Group Inc.	1,569,573	53,381
	Drew Industries Inc.	489,448	52,738
	HNI Corp.	940,098	52,570
*	Dorman Products Inc.	701,586	51,258
*	Kate Spade & Co.	2,694,582	50,308
*	Helen of Troy Ltd. Vista Outdoor Inc.	590,445	49,863
	Vista Outdoor Inc. Vector Group Ltd.	1,280,557 2,051,684	47,253 46,655
*	Avon Products Inc.	9,252,344	46,632
	Cooper Tire & Rubber Co.	1,160,924	45,102
*,^	Blue Buffalo Pet Products Inc.	1,875,506	45,102 45,087
	Tupperware Brands Corp.	854,709	44,975
*	Darling Ingredients Inc.	3,455,234	44,607
	Wolverine World Wide Inc.	1,989,553	43,671
	Herman Miller Inc.	1,272,300	43,513
	Fresh Del Monte Produce Inc.	704,840	42,734
	J&J Snack Foods Corp.	314,362	41,945
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			Market Value
		Shares	(\$000)
	Dean Foods Co.	1,914,661	41,701
*	Steven Madden Ltd.	1,161,525	41,525
*	Zynga Inc. Class A	15,341,271	39,427
	Sanderson Farms Inc.	404,101	38,082
	Deckers Outdoor Corp.	672,004	37,222
	Cooper-Standard Holdings Inc. Columbia Sportswear Co.	344,856 598,362	35,651 34,885
*	TRI Pointe Group Inc.	3,030,624	34,792
*	US Foods Holding Corp.	1,208,675	33,214
	WD-40 Co.	276,912	32,371
	La-Z-Boy Inc.	1,041,755	32,346
*	iRobot Corp.	552,069	32,268
*	Boston Beer Co. Inc. Class A	184,230	31,291
	Steelcase Inc. Class A	1,732,810	31,017
*	American Axle & Manufacturing Holdings Inc.	1,604,410	30,965
*	ACCO Brands Corp.	2,252,131	29,390
	Schweitzer-Mauduit International Inc.	634,811	28,903
	Universal Corp.	450,105	28,694
*	Meritage Homes Corp.	793,684	27,620
	Knoll Inc.	968,516	27,051
*	KB Home	1,688,217	26,691
^	Gentherm Inc. Cal-Maine Foods Inc.	788,076	26,676
	Interface Inc. Class A	599,100 1,399,578	26,465 25,962
*,^	Wayfair Inc.	722,920	25,962 25.338
*	G-III Apparel Group Ltd.	816,772	24,144
	Andersons Inc.	535,739	23,948
	Pilgrim's Pride Corp.	1,221,534	23,197
*	Fossil Group Inc.	858,118	22,191
*,^	Fitbit Inc. Class A	2,996,341	21,933
	Callaway Golf Co.	1,987,672	21,785
	MDC Holdings Inc.	844,914	21,680
*	Seaboard Corp.	5,421	21,424
	Nutrisystem Inc.	617,331	21,391
	Standard Motor Products Inc.	395,932	21,071
*	Select Comfort Corp.	929,127	21,017
	Ethan Allen Interiors Inc.	521,049	19,201
	Briggs & Stratton Corp.	861,525	19,178
	Calavo Growers Inc. Oxford Industries Inc.	310,589	19,070
*	Universal Electronics Inc.	314,805 286,983	18,929 18,525
*	Cavco Industries Inc.	178,657	17,839
	Winnebago Industries Inc.	555,690	17,588
	Coca-Cola Bottling Co. Consolidated	96,596	17,276
٨	Tootsie Roll Industries Inc.	415,329	16,509
*	Central Garden & Pet Co. Class A	522,245	16,137
*	Fox Factory Holding Corp.	560,290	15,548
*,^	GoPro Inc. Class A	1,744,982	15,199
	AdvancePierre Foods Holdings Inc.	503,482	14,994
*	Modine Manufacturing Co.	976,875	14,555
*	USANA Health Sciences Inc.	233,032	14,262
	National Beverage Corp.	254,939	13,022
	Superior Industries International Inc.	486,040	12,807
	Central Garden & Pet Co.	386,149	12,778
-	M/I Homes Inc. MGP Ingredients Inc.	497,934 245,438	12,538 12,267
*	9		
	Nautilus Inc. John B Sanfilippo & Son Inc.	654,496 171,739	12,108 12,089
*	Taylor Morrison Home Corp. Class A	620,380	12,089
	Tower International Inc.	420,073	11,949
	Inter Parfums Inc.	360,480	11,806
	National Presto Industries Inc.	108,613	11,556
	Phibro Animal Health Corp. Class A	381,538	11,179
*	Motorcar Parts of America Inc.	384,226	10,343
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WOLCommunities Inc.				Market Value
LG Homes Inc 351,620 10,102 Cross Inc. 1,458,441 10,33 Titan International Inc. 885,078 10,034 Unifi Inc. 305,753 10,036 Omega Protein Corp. 308,341 9,078 Stoneredge Inc. 51,788 9,383 Moreso Group Inc. 341,766 9,878 Moreso Group Inc. 341,766 9,878 Moreso Group Inc. 341,766 9,878 William Lyon Homes Class A 433,130 9,878 Lemrar Corp. Class B 957,870 8,841 Lemrar Corp. Class A 433,130 9,194 Medidast Inc. 957,870 8,841 Acushnet Holdings Corp. 446,136 8,783 Plasstatel Industries Inc. 10,229 8,622 Camping World Holdings Inc. Class A 25,472 8,072 Cathyline Communities Inc. 120,239 8,622 Libbey Inc. 207,361 7,616 Eastman Kodak Co. 207,361 7,616 Federal-Mogul Holdings Corp.			Shares	(\$000)
Cross line	*		·	10,292
Titan International Inc. Unif Inc. 366,753 10,036 Omega Protein Corp. 398,241	*,^			
Unital Inc. 306,753 10,009 Omega Protein Corp. 398,241 3,936 Storneridge Inc. 661,788 9,388 Movado Group Inc. 344,760 3,912 Bezer Homes USA Inc. 717,156 9,538 Leman Corp. Class B 272,777 3,428 William Lyon Homes Class A 465,130 3,194 Lowis Brand Group Inc. 97,178 8,947 Ausbreck Holdings Corp. 146,136 8,97 Flessteel Indistries Inc. 140,299 8,652 Hooker Furniture Corp. 226,625 8,70 Camping World Holdings Inc. Class A 264,742 3,302 Libbey Inc. 212,632 7,899 Farmer Brothers Co. 207,361 7,810 Eastman Kodak Co. 207,361 7,810 Federal-Moyul Holdings Corp. 708,901 7,319 Federal-Moyul Holdings Corp. 708,901 7,319 Century Cormunities Inc. 341,999 7,182 Mellion Borts Inc. Class A 2,78,494 6,789 <td< td=""><td></td><td></td><td></td><td></td></td<>				
Omega Protein Corp. 398,341 9,978 Stoneridge Inc. 561,788 9,398 Movado Group Inc. 344,760 9,912 Beazer Homes USA Inc. 171,7166 9,538 Leman Corp. Class B 273,777 3,928 Villiam Lyon Homes Clasa A 483,130 9,194 Iconix Brand Group Inc. 957,870 8,947 Medifast Inc. 141,136 8,181 Acushnat Holdings Corp. 446,136 2,938 Flexesteal Industries Inc. 125,625 8,670 Carmying World Holdings Inc. Class A 254,742 8,270 Libbey Inc. 212,632 7,899 Culp Inc. 212,632 7,899 Farmer Brothers Co. 207,361 7,610 Eastran Kodak Co. 481,744 7,467 Eastran Kodak Co. 481,744 7,467 Eastran Kodak Co. 481,744 7,469 End Study Inc. 341,899 7,182 End Study Inc. 341,899 7,182 Entry Communities Inc. 21,882 <td>*</td> <td></td> <td>·</td> <td>10,009</td>	*		·	10,009
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Lennar Corp. Class B William Lyon Hornes Class A William Lyon Hornes Class A Lonna Brand Group Inc. \$14,136 \$1,13			·	9,912
William Lyon Homes Class A 483,130 9,194 I conik Brand Group Inc. 957,870 8,947 Medifast Inc. 214,136 8,914 Acushnet Holdings Corp. 446,136 8,913 Flexsteel Industries Inc. 140,299 8,652 Hooker Furniture Corp. 256,742 8,902 Camping World Holdings Inc. Class A 254,742 8,002 Libbey Inc. 212,632 7,899 Culj Inc. 212,632 7,899 Farmer Brothers Co. 207,361 7,610 Eastman Kodak Co. 481,744 7,467 Eastman Kodak Co. 481,744 7,467 Cortury Communities Inc. 341,999 7,182 of Beauty Inc. 341,999 7,182 of Blauty Inc. 341,999 7,182 </td <td>*</td> <td></td> <td></td> <td></td>	*			
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Lifetime Brands Inc. New Home Co. Inc. Delta Apparel Inc. Cherokee Inc. Skyline Corp. Black Diamond Inc. Crown Crafts Inc. Nature's Sunshine Products Inc.			152,127	2,966
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Nature's Sunshine Products Inc. 162,457 2,437				2,513
				2,437
	*			2,372

			Market Value
		Shares	(\$000)
^	Valvoline Inc.	107,048	2,302
	Marine Products Corp.	160,759	2,230
*,^	Vuzix Corp.	318,298	2,164
*	Lakeland Industries Inc.	206,432	2,147
	Rocky Brands Inc.	183,158	2,115
	Escalade Inc.	145,056	1,915
*,^	Vince Holding Corp.	407,335	1,650
*	Turning Point Brands Inc.	131,404	1,610
	Acme United Corp.	59,133	1,513
*	Castle Brands Inc.	1,989,401	1,512
*,^	22nd Century Group Inc.	1,365,718	1,489
*	S&W Seed Co.	317,456	1,460
*	Fenix Parts Inc.	515,373	1,453
	Alico Inc.	49,140	1,334
*	Natural Alternatives International Inc.	107,239	1,212
	Unique Fabricating Inc.	80,609	1,177
*	Lifeway Foods Inc.	97,126	1,118
*	Shiloh Industries Inc.	159,008	1,099
*	US Auto Parts Network Inc.	305,527	1,075
*	Dixie Group Inc.	296,984	1,069
*	Alpha Pro Tech Ltd.	292,060	1,022
	LS Starrett Co. Class A	105,372	980
	Kewaunee Scientific Corp.	39,165	958
	Rocky Mountain Chocolate Factory Inc.	93,674	955
*	Virco Manufacturing Corp.	218,789	941
	Mannatech Inc.	40,249	817
*	Tandy Leather Factory Inc.	93,919	761
*	Reed's Inc.	168,431	691
*	Coffee Holding Co. Inc.	130,802	608
*	Zedge Inc. Class B	155,961	488
*,^	Nova Lifestyle Inc.	246,529	476
*	Willamette Valley Vineyards Inc.	55,833	447
*	Summer Infant Inc.	163,915	334
*	Female Health Co.	350,871	319
*,^	Lipocine Inc.	83,770	308
	Charles & Colvard Ltd.	233,777	257
-	Emerson Radio Corp.	183,685	193
	Stanley Furniture Co. Inc.	194,361	175
* *	P&F Industries Inc. Class A	18,458	153
*,^	DS Healthcare Group Inc.	231,016	152
	Cyanotech Corp.	23,466	101
*	CompX International Inc.	5,846	94
*	CTI Industries Corp.	14,046	88
*	Differential Brands Group Inc.	31,820	75
*	JRjr33 Inc.	80,833	61
*	Hovnanian Enterprises Inc. Class B Crystal Rock Holdings Inc.	19,300	53 49
	Ocean Bio-Chem Inc.	60,050	49 45
*		11,842	30
*	RiceBran Technologies Koss Corp.	28,938 12,072	28
*,^		6,400	26 27
,	Long Island Iced Tea Corp. LCI Industries	96	10
	Monster Digital Inc.	3,100	5
*		53	1
	Bridgford Foods Corp.	53	47,649,009
Coi	nsumer Services (13.0%) Amazon.com Inc.	8,558,557	6,417,805
	Amazon.com Inc. Comcast Corp. Class A		
	· ·	50,479,761 25,701,280	3,485,628
	Home Depot Inc.	25,791,280 20,220,275	3,458,095
	Walt Disney Co.	30,329,375	3,160,927
	Wal-Mart Stores Inc.	32,757,385	2,264,190
	McDonald's Corp.	17,591,525	2,141,240
	CVS Health Corp.	22,588,149	1,782,431
	Starbucks Corp.	29,301,800	1,626,836

				Market Value
in Priceline Group Inc. 1,046,652 1,543,455 Time Warmer Inc. 1,535,005,770 1,489,174 Costro Wholesaile Corp. 9,269,270 1,481,103 Lowe's Cos. Inc. 18,640,088 1,138,103 Charter Communications Inc. Class A 4,303,031 1,289,229 Neathis Inc. 8,263,831 1,009,201 Torpet Corp. 11,909,957 360,256 Delta Air Lines Inc. 18,873,030 378,522 Kroger Co. 20,040,742 689,1808 McKesseson Corp. 4,787,994 672,418 e Bay Inc. 22,578,850 670,357 Southwest Airlines Co. 13,041,616 649,966 I varmy-First Century Fox Inc. Class A 22,349,366 626,881 Systoc Corp. 1,283,066 20,007,418 626,881 O Relly Attrumented Inc. 1,383,066 20,007,418 52,880 O Relly Attrumented Inc. 1,383,066 52,800 52,800 O Song Cross B 4,000 52,800 52,800 52,800 52,800 O Song Cross			Shares	(\$000)
Time Warmer Inc.		Walgreens Boots Alliance Inc.	19,495,680	1,613,462
Costo Wholesale Comp. 9,299,270 1.484,103 Lowe's Cos. Inc. 18,46,008 1.318,517 Charter Communications Inc. Class A 4,303,031 1.238,929 Neffix Inc. 13,206,832 399,380 Target Corp. 11,909,927 380,285 Delta Art Lines Inc. 15,807,305 797,520 McKassen Corp. 4,767,754 477,775 Helly Inc. 25,785,550 670,357 Southwest Afrines Co. 13,011,616 649,966 Twenty-First Century Fox Inc. Class A 22,349,546 626,681 Syeco Corp. 1,474,800 750,960 O Rally Automotive Inc. 1,993,666 556,057 CBS Carp. Class B 3,078,541 13,138,77 Amorth Timematier Group Inc. 6,106,000 13,138,77 AutoZone Inc. 6,106,000 13,138,77 Card Inc. 6,106,000 13,138,77 AutoZone Inc. 6,106,000 13,138,77 Card Inc. 6,106,000 14,171,77 Card Inc. 7,377,772 40,173,47 <td>*</td> <td>· ·</td> <td>1,046,652</td> <td>1,534,455</td>	*	· ·	1,046,652	1,534,455
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* JetBlue Airways Corp. 6,857,105 153,736 Signet Jewelers Ltd. 1,621,605 152,852 Wynn Resorts Ltd. 1,725,274 149,253		Domino's Pizza Inc.	1,019,555	162,354
Signet Jewelers Ltd. 1,621,605 152,852 Wynn Resorts Ltd. 1,725,274 149,253	^			
Wynn Resorts Ltd. 1,725,274 149,253	*			
Norwegian Cruise Line Holdings Ltd. 3,365,067 143,116				
	-	Norwegian Cruise Line Holdings Ltd.	3,365,06/	143,116

FactSet Research Systems Inc. 850,000				Market Value
□ Discovery Communications Inc. 4,976,344 133,267 Buffugting Stress Inc. 3,105,186 126,113 Suglas Inc. 13,128,188 124,117 Kolf Records Inc. 20,888 124,171 Kolf Records Inc. 26,684,181 124,173 Moreston Inc. 26,583,916 122,889 Scripps Networks Interactive Inc. Class A 1,712,730 122,238 Scripps Networks International 1,005,005,005 115,669 V.C. Inc. 1,005,005,005 115,669 V.C. Inc. 1,005,005,005 115,669 TripAdvisor International 2,008,269 111,711 Scripps Networks International 1,008,005,005 110,817 Scripps Networks International 2,008,269 111,711 Scripps Networks International 2,008,260 110,817 Scripps Networks Inc. 2,009,200			Shares	
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Bed Beth & Beyond Inc. 3,103,166 126,113 124,471	*			
Staples Inc. 13,780,864 124,717 124,481 124,181 124,181 124,181 124,481 124,181 124,48	*			
KAR Auction Services Inc. 2,920,710 124,481 123,681 123,683 Nordstrom Inc. 766,451 123,683 Nordstrom Inc. 2,563,916 122,889 Scripps Networks Interactive Inc. Class A 1,712,730 122,238 Liberty Media Corp. Liberty Sirlus/M Class C 3,882,138 121,506 2,988,769 115,711 News Corp. Class A 1,712,730 122,238 Liberty Media Corp. Liberty Sirlus/M Class C 2,988,769 115,711 News Corp. Class A 10,015,045 115,681 115,6				
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H&R Block Inc.	*	TripAdvisor Inc.	2,389,835	110,817
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			Market
		Shares	Value (\$000)
_	Office Depot Inc.	11,112,668	50,229
*	Dave & Buster's Entertainment Inc.	889,645	50,087
	Dolby Laboratories Inc. Class A	1,107,215	50,035
	Aaron's Inc.	1,539,033	49,234
	Matthews International Corp. Class A	637,301	48,977
	Papa John's International Inc.	567,185	48,540
*	Michaels Cos. Inc.	2,361,154	48,286
*	Murphy USA Inc.	785,239	48,269
	Graham Holdings Co. Class B	93,855	48,049
	Big Lots Inc. Meredith Corp.	941,921 793,029	47,294 46,908
	Allegiant Travel Co. Class A	280,600	46,692
	AMERCO	125,958	46,553
	Regal Entertainment Group Class A	2,257,269	46,500
	Sinclair Broadcast Group Inc. Class A	1,385,379	46,202
*	Five Below Inc.	1,149,420	45,931
	Hillenbrand Inc.	1,194,792	45,820
*	Urban Outfitters Inc.	1,608,807	45,819
	Lithia Motors Inc. Class A	470,783	45,586
*	Liberty Expedia Holdings Inc. Class A	1,140,731	45,253
*	Media General Inc.	2,288,722	43,097
	Bloomin' Brands Inc.	2,387,311	43,043
	PriceSmart Inc.	508,707	42,477
	Churchill Downs Inc.	282,056	42,435
*	Acxiom Corp.	1,553,946	41,646
	ILG Inc.	2,269,866	41,243
	Core-Mark Holding Co. Inc.	929,933	40,052
*	Choice Hotels International Inc.	713,600 1,003,536	39,997
	Sotheby's Penske Automotive Group Inc.	1,002,526 762,111	39,961 39,508
	Nexstar Broadcasting Group Inc. Class A	614,324	39,508
	SkyWest Inc.	1,060,206	38,645
	Chico's FAS Inc.	2,677,505	38,529
	Children's Place Inc.	380,599	38,421
	New York Times Co. Class A	2,834,449	37,698
*,^	WebMD Health Corp.	760,460	37,696
*	Stamps.com Inc.	327,915	37,595
	Extended Stay America Inc.	2,302,075	37,179
	Monro Muffler Brake Inc.	649,224	37,136
	Marriott Vacations Worldwide Corp.	423,977	35,974
	Time Inc.	1,935,062	34,541
_	DeVry Education Group Inc.	1,104,872	34,472
	Shutterfly Inc.	681,496	34,197
	Boyd Gaming Corp.	1,663,479	33,552
	Hyatt Hotels Corp. Class A Group 1 Automotive Inc.	578,528 407,274	31,969 31,743
*	Caesars Acquisition Co. Class A	2,305,190	31,120
*	Liberty Media Corp-Liberty Media	985,298	30,869
	DSW Inc. Class A	1,360,374	30,812
*,^	Groupon Inc. Class A	9,080,247	30,146
*	comScore Inc.	953,817	30,122
	SpartanNash Co.	742,471	29,357
	Morningstar Inc.	391,780	28,819
*,^	Ollie's Bargain Outlet Holdings Inc.	1,007,531	28,664
	Caleres Inc.	862,732	28,315
*	Houghton Mifflin Harcourt Co.	2,589,085	28,092
	DineEquity Inc.	362,260	27,894
*	MSG Networks Inc.	1,288,118	27,695
^	Lions Gate Entertainment Corp. Class A	1,019,433	27,423
*	Popeyes Louisiana Kitchen Inc.	450,739	27,261
^	SeaWorld Entertainment Inc.	1,393,382	26,377
-	SUPERVALU Inc.	5,612,243 1,022,651	26,209
*	Tailored Brands Inc. Asbury Automotive Group Inc.	1,022,651 422,225	26,129 26,051
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Cenesco Inc				Value
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* Vitamin Shoppe Inc. 517,965 12,302				
	*	Vitamin Shoppe Inc.		
		Ruth's Hospitality Group Inc.	667,481	12,215

K12 Inc. Shares \$6000				Market
K12 Inc. 70.6.433 12.105				Value
Renin-A-Centre Inc.				
Bankrate Inc. 1,048,451 1,1,855 Diplomat Pharmary Inc. 906,457 11,421 SP Plus Corp. 401,704 11,306 Chuy's Holdings Inc. 389,002 11,208 Marcius Corp. 102,858 10,802 Regis Corp. 1743,394 10,794 Cardol Residuant Group Inc. 1,232,713 10,478 Cardol Residuant Corp. 1,232,713 10,478 Cheags Entertainment Corp. 1,417,101 10,458 Marnowlas Inc. 214,442 10,090 Providence Service Corp. 225,701 3,882 About Company Corp. 225,701 3,882 About Corp. 396,562 3,965 About School Inc. 396,562 3,913 About School Inc. 396,562 3,913 About School Inc. 391,792 3,903 Berthavision Communications Corp. Class A 1,916,702 3,903 Perthole Express Inc. 38,950 3,903 Be Intravision Communications Corp. Class A 1,916,702 3,903	*			
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Cheeg Inc.	*	Regis Corp.	743,394	10,794
MarineMax Inc.		Caesars Entertainment Corp.	1,232,713	
*** Providence Service Corp. 259,701 9.882 *** Zoe's Kitchen Inc. 396,528 9,513 *** Elidorado Resorts Inc. 396,528 9,513 *** Elidorado Resorts Inc. 1,295,006 9,066 *** PetMed Express Inc. 391,792 9,039 *** Del Taco Restaurants Inc. 629,632 8,890 *** Party City Holdoo Inc. 616,017 8,733 *** FID Cos. Inc. 616,017 8,733 *** FID Cos. Inc. 369,955 8,602 *** Party City Holdoo Inc. 369,955 8,602 *** Lumber Liquidetors Holdings Inc. 369,955 8,602 *** Lumber Liquidetors Holdings Inc. 387,953 8,472 *** Barnes & Noble Education Inc. 387,953 8,489 <td>*,^</td> <td></td> <td></td> <td></td>	*,^			
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* Titan Machinery Inc. 337,978 4,924	*			
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	*	Daily Journal Corp.		

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Tuceday Moming Corp. 899,213 4,866 Liquitify Services Inc. 409,056 4,816 Kindand's Inc. 300,634 4,802 Lindhate Experiences Holdings Inc. 300,634 4,802 Lindhate Experiences Holdings Inc. 301,638 4,743 4,804 4,802 4,803 4,804			Shares	
Liquidity Services Inc. 48,955 4,816 Limbhad Expeditions Holdings Inc. 300,654 4,802 Limbhad Expeditions Holdings Inc. 502,136 4,745 Sain Holdings Corp. 476,483 4,002 Sain Holdings Corp. 182,234 4,002 CSS Industries Inc. 182,348 4,124 Martial Floath Tronds Corp. 250,693 3,996 Natural Floath Tronds Corp. 250,693 3,996 Natural Floath Tronds Corp. 193,398 3,996 Natural Floath Tronds Corp. 193,191 3,994 Ruby Tucedday Inc. 1,91,510 3,994 Ruby Tucedday Inc. 1,91,510 3,994 Trade Deak Inc. Class A 1,91,710 3,994 Liberty Mode Corp. Liberty Braves Series A 1,91,710 3,994 Liberty Mode Corp. Liberty Braves Series A 1,91,710 3,994 Liberty Mode Corp. Liberty Braves Series A 1,91,720 3,956 Liberty Mode Corp. Liberty Braves Series A 227,144 3,954 Liberty Mode Corp. Liberty Braves Series A 227,144 3,954<		Speedway Motorsports Inc.	224,949	4,875
5. Kirkland's Inc. 309,834 4,882 6. Basading International Inc. Class A 267,133 4,342 6. Basading International Inc. Class A 267,133 4,343 6. Cer com Inc. 482,474 4,221 Matural Health Heards Corp. 189,278 4,201 Matural Health Heards Corp. 189,278 4,201 8. Build A Boar Workshop Inc. 29,039 3,966 9. Nathan's Famous Inc. 68,924 3,954 19. Wy Tuesday Inc. 1191,510 3,849 7. Trade Deak Inc. Class A 133,197 3,824 9. Chair Class A 180,472 3,860 A soort Capital Group Inc. Class A 167,129 3,760 Liberty Modil Corp Liberty Braves Series A 180,472 3,884 8 Assort Capital Group Inc. Class A 227,164 3,884 8 Bridgepoin Education Inc. 3,836 3,884 8 Bridgepoin Education Inc. 3,836 3,884 8 Brod Barn Holdings Inc. 2,825 3,898 8 Boot Barn Holdings Inc. 2,825 3,898 8 Boot Barn	*			
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Stein Mart Inc. 553,377 3,197 Century Casinos Inc. 377,961 3,111 Destination XL Group Inc. 699,917 2,975 At Home Group Inc. 199,207 2,914 A H Belo Corp. Class A 444,082 2,820 West Marine Inc. 264,561 2,770 Autobytel Inc. 198,457 2,669 TechTarget Inc. 304,451 2,597 Stage Stores Inc. 578,358 2,527 Kona Grill Inc. 200,313 2,514 Collectors Universe Inc. 117,187 2,488 Natural Grocers by Vitamin Cottage Inc. 117,187 2,488 Natural Grocers by Vitamin Cottage Inc. 206,944 2,461 Hed Inc. Class A 817,652 2,167 Hemsiphere Media Group Inc. Class A 113,265 2,165 EVINE Live Inc. 1,408,823 2,113 QuinStreet Inc. 314,632 2,948 Cottainer Store Group Inc. 314,632 1,998 Real Retworks Inc. 362,288 1,877 Le	*	Avid Technology Inc.	792,873	3,489
Century Casinos Inc. 377,961 3,111 Destination XL Group Inc. 699,917 2,975 At Home Group Inc. 199,207 2,914 A H Belo Corp. Class A 444,082 2,820 West Marine Inc. 264,561 2,770 Autobytel Inc. 198,457 2,669 TechTarget Inc. 304,461 2,597 Stage Stores Inc. 578,358 2,527 Kona Grill Inc. 117,187 2,488 Natural Grocers by Vitamin Cottage Inc. 200,313 2,514 Collectors Universe Inc. 200,913 2,514 Natural Grocers by Vitamin Cottage Inc. 280,003 2,338 Marchex Inc. Class B 817,652 2,167 Hemisphere Media Group Inc. Class A 193,265 2,165 EVINE Live Inc. 1,408,823 2,113 OuinStreet Inc. 314,682 1,988 Gaia Inc. Class A 193,265 2,165 Gaia Inc. Class A 193,265 2,165 Gaia Inc. Class A 314,632 1,988 Golden Entertainment Inc. 362,288 1,877 Leaf Gro	*	Lee Enterprises Inc.	1,110,959	3,222
Destination XL Group Inc. 699,917 2,976 At Home Group Inc. 199,207 2,914 A H Home Group Inc. 264,561 2,720 West Marine Inc. 264,561 2,770 Autobytel Inc. 304,451 2,597 TechTarget Inc. 304,451 2,597 Stage Stores Inc. 200,313 2,514 Collectors Universel Inc. 200,313 2,514 Collectors Universel Inc. 200,944 2,461 Red Lion Hotels Corp. 280,003 2,338 Marchex Inc. Class B 817,652 2,167 Hemisphere Media Group Inc. Class A 193,265 2,165 EVINE Live Inc. 1,408,823 2,113 Quin Street Inc. 336,794 2,048 Gaia Inc. Class A 236,794 2,048 Container Store Group Inc. 314,632 1,998 Golden Entertainment Inc. 162,280 1,995 Leaf Group Ltd. 263,028 1,872 Eof Group Ltd. 263,028 1,872 Fogo De Chao Inc.		Stein Mart Inc.	583,377	3,197
At Home Group Inc.	*	Century Casinos Inc.	377,961	3,111
A H Belo Corp. Class A 444,082 2.820 West Marine Inc. 264,561 2,770 1 Autobytel Inc. 198,457 2,668 1 EechTarget Inc. 304,451 2,597 Stage Stores Inc. 578,358 2,527 K Kona Grill Inc. 200,313 2,514 Collectors Universe Inc. 117,187 2,488 Natural Grocers by Vitamin Cottage Inc. 206,944 2,461 Red Lion Hotels Corp. 280,003 2,338 Marchex Inc. Class B 817,652 2,167 Hemisphere Media Group Inc. Class A 193,265 2,165 EVINE Live Inc. 1,408,823 2,113 QuinStreet Inc. 549,349 2,066 Gaia Inc. Class A 236,794 2,048 Container Store Group Inc. 314,632 1,998 Golden Entertainment Inc. 162,280 1,965 RealNetworks Inc. 263,028 1,877 Leaf Group Ltd. 263,028 1,877 Leaf Group Ltd. 263,028 1,872 Fogo De Chao Inc. 113,216 1,625 Fogo De Chao Inc.	*	Destination XL Group Inc.	699,917	2,975
West Marine Inc. 264,561 2,770 Autobytel Inc. 198,457 2,699 TechTarget Inc. 304,451 2,597 Stage Stores Inc. 578,358 2,527 Kona Grill Inc. 200,313 2,514 Collectors Universe Inc. 206,944 2,461 Red Lion Hotels Corp. 280,003 2,338 Marchex Inc. Class B 817,652 2,167 Hemisphere Media Group Inc. Class A 193,265 2,165 EVINE Live Inc. 1,408,823 2,113 OuinStreet Inc. 549,349 2,066 Gaia Inc. Class A 236,794 2,048 Container Store Group Inc. 549,349 2,048 Gaia Inc. Class A 236,794 2,048 Container Store Group Inc. 314,632 1,998 Golden Entertainment Inc. 162,280 1,965 Real Networks Inc. 366,288 1,877 Leaf Group Ltd. 263,028 1,723 Christopher & Banks Corp. 697,604 1,632 Travezoo Inc. 113,216 1,625 McClatchy Co. Class A 119,99	*	At Home Group Inc.	199,207	2,914
1. Autobytel Inc. 198,457 2,669 2. TechTarget Inc. 304,451 2,597 2. Kona Grill Inc. 200,313 2,514 Collectors Universe Inc. 117,187 2,488 Natural Grocers by Vitamin Cottage Inc. 206,944 2,461 Red Lion Hotels Corp. 280,003 2,338 Marchex Inc. Class B 817,652 2,167 2. Hemisphere Media Group Inc. Class A 193,265 2,165 2. VINE Live Inc. 1,408,823 2,113 OuinStreet Inc. 549,349 2,066 Gaia Inc. Class A 236,794 2,048 Container Store Group Inc. 314,632 1,998 Goldne Entertainment Inc. 162,280 1,985 Goldne Entertainment Inc. 263,028 1,877 Leaf Group Ltd. 263,028 1,877 Christopher & Banks Corp. 697,604 1,632 Travelzoo Inc. 113,216 1,625 McClatchy Co. Class A 119,995 1,582 Travelzoo Inc. 538,531 1,562 Radio One Inc. 538,531 1,562 Wayside T		A H Belo Corp. Class A	444,082	2,820
1 TechTarget Inc. 304,451 2,597 Stage Stores Inc. 578,358 2,527 Nona Grill Inc. 200,313 2,514 Collectors Universe Inc. 117,187 2,488 Natural Grocers by Vitamin Cottage Inc. 226,944 2,461 Red Lion Hotels Corp. 280,003 2,338 Marchex Inc. Class B 817,652 2,167 Hemisphere Media Group Inc. Class A 193,265 2,165 EVINE Live Inc. 1,408,823 2,113 QuinStreet Inc. 549,349 2,066 Gai Inc. Class A 236,794 2,048 Container Store Group Inc. 314,632 1,998 Golden Entertainment Inc. 162,280 1,965 RealNetworks Inc. 386,288 1,877 Leaf Group Ltd. 263,028 1,723 Christopher & Banks Corp. 697,604 1,632 Fogo De Chao Inc. 113,216 1,625 McClatchy Co. Class A 119,995 1,582 Travetzoo Inc. 335,552 1,436 Vayside Tec	*	West Marine Inc.	264,561	2,770
Stage Stores Inc. Soft S	*	Autobytel Inc.	198,457	2,669
**** Kona Grill Inc. 200,313 2,514 Collectors Universe Inc. 117,187 2,488 Natural Grocers by Vitamin Cottage Inc. 206,944 2,461 *****Red Lion Hotels Corp. 280,003 2,338 Marchex Inc. Class B 817,652 2,167 ***Hemisphere Media Group Inc. Class A 193,265 2,165 ***EVINE Live Inc. 1,408,823 2,113 ***QuinStreet Inc. 549,349 2,066 ***Gai Inc. Class A 236,794 2,048 ****Container Store Group Inc. 314,632 1,998 ****Golden Entertainment Inc. 162,280 1,965 *****RealNetworks Inc. 336,288 1,877 *****Leaf Group Ltd. 263,028 1,723 ****Christopher & Banks Corp. 697,604 1,632 ****Fop De Chao Inc. 113,216 1,625 ****McClatchy Co. Class A 119,995 1,582 ****Travelzoo Inc. 335,552 1,436 ****Badio One Inc. 335,552 1,436 ****Luby's Inc. 311,562<	*	TechTarget Inc.	304,451	2,597
Collectors Universe Inc. 117,187 2,488 Natural Grozers by Vitamin Cottage Inc. 206,944 2,461 Red Lion Hotels Corp. 280,003 2,338 Marchex Inc. Class B 817,652 2,167 Hemisphere Media Group Inc. Class A 193,265 2,165 EVINE Live Inc. 1,408,823 2,113 OuinStreet Inc. 549,349 2,066 Gaia Inc. Class A 236,794 2,048 Golden Entertainment Inc. 314,632 1,998 Golden Entertainment Inc. 162,280 1,965 RealNetworks Inc. 386,288 1,877 Leaf Group Ltd. 263,028 1,723 Christopher & Banks Corp. 697,604 1,632 Toylor Class A 113,216 1,625 Travelzoo Inc. 166,357 1,564 Redio One Inc. 538,531 1,562 Wayside Technology Group Inc. 335,552 1,336 Luby's Inc. 400,538 1,434 Luby's Inc. 400,538 1,434 Ayand Murphy's Holdings Inc. 311,562 1,315 Salem Media Group I		Stage Stores Inc.	578,358	2,527
Natural Grocers by Vitamin Cottage Inc. 206,944 2,461 Red Lion Hotels Corp. 280,003 2,338 Marchex Inc. Class B 817,652 2,167 Hemisphere Media Group Inc. Class A 193,265 2,165 EVINE Live Inc. 1,408,823 2,113 Quinstreet Inc. 549,349 2,066 Gaia Inc. Class A 236,794 2,048 Container Store Group Inc. 314,632 1,998 Golden Entertainment Inc. 162,280 1,965 RealNetworks Inc. 162,280 1,965 RealNetworks Inc. 263,028 1,723 Christopher & Banks Corp. 697,604 1632 Fogo De Chao Inc. 697,604 1,632 McClatchy Co. Class A 113,216 1,625 McClatchy Co. Class A 119,995 1,582 Taravelzoo Inc. 538,531 1,562 Wayside Technology Group Inc. 79,567 1,488 Luby's Inc. 335,552 1,436 YuMe Inc. 400,538 1,434 Papa Murphy's Holdings Inc. 311,582 1,315 Salem Media	*,^	Kona Grill Inc.	200,313	2,514
** Red Lion Hotels Corp. 280,003 2,338 ** Marchex Inc. Class B 817,652 2,165 ** Hemisphere Media Group Inc. Class A 193,265 2,165 ** EVINE Live Inc. 1,408,823 2,113 ** QuinStreet Inc. 549,349 2,066 Gaia Inc. Class A 236,794 2,048 ** Container Store Group Inc. 314,632 1,998 Golden Entertainment Inc. 162,280 1,965 ** RealNetworks Inc. 386,288 1,877 ** Leaf Group Ltd. 263,028 1,723 ** Christopher & Banks Corp. 697,604 1,632 ** Fogo De Chao Inc. 113,216 1,625 McClatchy Co. Class A 119,995 1,584 ** Radio One Inc. 538,531 1,564 ** Radio One Inc. 538,531 1,562 Wayside Technology Group Inc. 79,567 1,488 ** Yulle Inc. 311,582 1,315 ** Papa Murphy's Holdings Inc. 311,582 1,315 </td <td></td> <td>Collectors Universe Inc.</td> <td>117,187</td> <td>2,488</td>		Collectors Universe Inc.	117,187	2,488
Marchex Inc. Class B 817,652 2,167 Memisphere Media Group Inc. Class A 193,265 2,1615 EVINE Live Inc. 1,408,823 2,1613 OuinStreet Inc. 549,349 2,066 Gaia Inc. Class A 236,794 2,048 Container Store Group Inc. 314,632 1,998 Golden Entertainment Inc. 162,280 1,965 RealNetworks Inc. 386,288 1,877 Leaf Group Ltd. 263,028 1,732 Christopher & Banks Corp. 697,604 1,625 McClatchy Co. Class A 119,995 1,562 Travelzoo Inc. 113,216 1,625 Madio One Inc. 158,531 1,562 Wayside Technology Group Inc. 39,567 1,488 Luby's Inc. 39,567 1,488 Luby's Inc. 311,582 1,315 Salem Media Group Inc. Class A 207,043 1,294 Cambium Learning Group Inc. 248,408 1,240 Peak Resorts Inc. 197,020 1,093 Town Sports International Holdings Inc. 404,990 1,012 Destinati	*		206,944	2,461
*** Hemisphere Media Group Inc. Class A 193,265 2,165 EVINE Live Inc. 1,408,823 2,113 QuinStreet Inc. 549,349 2,066 Gaia Inc. Class A 236,794 2,048 Container Store Group Inc. 314,632 1,998 Golden Entertainment Inc. 162,280 1,965 RealNetworks Inc. 386,288 1,877 Leaf Group Ltd. 263,028 1,723 ** Christopher & Banks Corp. 697,604 1,632 ** Fogo De Chao Inc. 113,216 1,632 McClatchy Co. Class A 119,995 1,582 ** Travelzoo Inc. 166,357 1,564 ** Radio One Inc. 538,531 1,562 Wayside Technology Group Inc. 335,552 1,436 ** YuMe Inc. 335,5552 1,436 ** YuMe Inc. 400,538 1,434 ** Papa Murphy's Holdings Inc. 207,043 1,294 ** Cambium Learning Group Inc. Class A 207,043 1,294 ** Cambium Learning Group Inc. 248,408 1,240 ** Peak Resorts Inc. 197,020 1,033	*	Red Lion Hotels Corp.	280,003	2,338
EVINE Live Inc. 1,408,823 2,113 QuinStreet Inc. 549,349 2,066 Gaia Inc. Class A 236,794 2,048 Container Store Group Inc. 314,632 1,998 Golden Entertainment Inc. 162,280 1,965 RealNetworks Inc. 386,288 1,877 Leaf Group Ltd. 263,028 1,723 Leaf Group Ltd. 697,604 1,632 Fogo De Chao Inc. 697,604 1,632 McClatchy Co. Class A 113,216 1,625 McClatchy Co. Class A 119,995 1,582 Travelzoo Inc. 166,357 1,562 Wayside Technology Group Inc. 538,531 1,562 Wayside Technology Group Inc. 335,552 1,436 Luby's Inc. 335,552 1,436 YuMe Inc. 300,538 1,434 Papa Murphy's Holdings Inc. 311,582 1,315 Salem Media Group Inc. Class A 207,043 1,294 Cambium Learning Group Inc. 248,408 1,240 Peak Resorts Inc. 197,020 1,093 Town Sports International Holdings I	*	Marchex Inc. Class B	817,652	2,167
Number of Destination (Class A) 2,066 Gaia Inc. Class A 236,794 2,048 Number of Destination (Class A) 314,632 1,998 Golden Entertainment Inc. 162,280 1,965 RealNetworks Inc. 386,288 1,877 Leaf Group Ltd. 263,028 1,723 Christopher & Banks Corp. 697,604 1,625 Fogo De Chao Inc. 697,604 1,625 McClatchy Co. Class A 119,995 1,582 Travelzoo Inc. 166,357 1,564 Radio One Inc. 538,531 1,562 Wayside Technology Group Inc. 335,552 1,436 Luby's Inc. 335,552 1,436 Yulle Inc. 400,538 1,434 Yulle Inc. 400,538 1,434 Yulle Inc. 248,408 1,240 Cambium Learning Group Inc. Class A 207,043 1,294 Peak Resorts Inc. 197,020 1,093 Town Sports International Holdings Inc. 197,020 1,093 Town Sports International Maternity Corp. 406,347 922	*,^		193,265	2,165
** Gaia Inc. Class A 230,794 2,048 ** Container Store Group Inc. Golden Entertainment Inc. 314,632 1,998 Golden Entertainment Inc. 162,280 1,965 RealNetworks Inc. 386,288 1,877 * Leaf Group Ltd. 263,028 1,723 * Christopher & Banks Corp. 697,604 1,632 * Fogo De Chao Inc. 113,216 1,625 McClatchy Co. Class A 119,995 1,582 * Travelzoo Inc. 166,357 1,564 * Radio One Inc. 538,531 1,562 * Wayside Technology Group Inc. 79,567 1,488 * Luby's Inc. 335,552 1,436 * Luby's Inc. 331,582 1,315 * Apa Murphy's Holdings Inc. 331,582 1,315 * Salem Media Group Inc. Class A 207,043 1,294 * Cambium Learning Group Inc. 248,408 1,240 * Peak Resorts Inc. 197,020 1,093 * Town Sports International Holdings Inc. 197,020 1,093 * Town Sports International Holdings Inc. 185,491 959 * New York & Co. Inc. <th< td=""><td>*</td><td>EVINE Live Inc.</td><td>1,408,823</td><td>2,113</td></th<>	*	EVINE Live Inc.	1,408,823	2,113
*** Container Store Group Inc. 314,632 1,998 Golden Entertainment Inc. 162,280 1,965 RealNetworks Inc. 386,288 1,877 * Leaf Group Ltd. 263,028 1,723 * Christopher & Banks Corp. 697,604 1,632 * Fogo De Chao Inc. 113,216 1,625 McClatchy Co. Class A 119,995 1,582 * Travelzoo Inc. 166,357 1,564 * Radio One Inc. 538,531 1,562 Wayside Technology Group Inc. 79,567 1,488 * Luby's Inc. 335,552 1,436 * YuMe Inc. 400,538 1,434 * Papa Murphy's Holdings Inc. 311,582 1,315 * Salem Media Group Inc. Class A 207,043 1,294 * Cambium Learning Group Inc. 248,408 1,240 * Peak Resorts Inc. 197,020 1,093 * Town Sports International Holdings Inc. 404,990 1,012 Destination Maternity Corp. 185,491 959 * New York & Co. Inc. 406,347 922 <	*	QuinStreet Inc.	549,349	2,066
Golden Entertainment Inc. 162,280 1,965 RealNetworks Inc. 386,288 1,877 Leaf Group Ltd. 263,028 1,723 Christopher & Banks Corp. 697,604 1,632 Fogo De Chao Inc. 113,216 1,625 McClatchy Co. Class A 119,995 1,582 Travelzoo Inc. 166,357 1,564 Radio One Inc. 538,531 1,562 Wayside Technology Group Inc. 79,567 1,488 Luby's Inc. 335,552 1,436 YuMe Inc. 400,538 1,434 Papa Murphy's Holdings Inc. 311,582 1,315 Salem Media Group Inc. Class A 207,043 1,294 Cambium Learning Group Inc. 248,408 1,240 Peak Resorts Inc. 197,020 1,093 Town Sports International Holdings Inc. 404,990 1,012 Destination Maternity Corp. 185,491 959 New York & Co. Inc. 406,347 922	*		236,794	2,048
* RealNetworks Inc. 386,288 1,877 * Leaf Group Ltd. 263,028 1,723 * Christopher & Banks Corp. 697,604 1,632 * Fogo De Chao Inc. 113,216 1,625 McClatchy Co. Class A 119,995 1,582 * Travelzoo Inc. 166,357 1,564 * Radio One Inc. 538,531 1,562 Wayside Technology Group Inc. 79,567 1,488 * Luby's Inc. 335,552 1,436 * YuMe Inc. 400,538 1,434 * Papa Murphy's Holdings Inc. 311,582 1,315 Salem Media Group Inc. Class A 207,043 1,294 * Cambium Learning Group Inc. 248,408 1,240 * Peak Resorts Inc. 197,020 1,093 * Town Sports International Holdings Inc. 404,990 1,012 Destination Maternity Corp. 185,491 959 * New York & Co. Inc. 406,347 922	*,^	Container Store Group Inc.	314,632	1,998
Leaf Group Ltd. 263,028 1,723 Christopher & Banks Corp. 697,604 1,632 Fogo De Chao Inc. 113,216 1,625 McClatchy Co. Class A 119,995 1,582 Travelzoo Inc. 166,357 1,564 Radio One Inc. 538,531 1,562 Wayside Technology Group Inc. 79,567 1,488 Luby's Inc. 335,552 1,436 YuMe Inc. 400,538 1,434 Papa Murphy's Holdings Inc. 311,582 1,315 Salem Media Group Inc. Class A 207,043 1,294 Cambium Learning Group Inc. 248,408 1,240 Peak Resorts Inc. 197,020 1,093 Town Sports International Holdings Inc. 404,990 1,012 Destination Maternity Corp. 185,491 959 New York & Co. Inc. 406,347 922		Golden Entertainment Inc.	162,280	1,965
** Christopher & Banks Corp. 697,604 1,632 ** Fogo De Chao Inc. 113,216 1,625 McClatchy Co. Class A 119,995 1,582 ** Travelzoo Inc. 166,357 1,564 * Radio One Inc. 538,531 1,562 Wayside Technology Group Inc. 79,567 1,488 * Luby's Inc. 335,552 1,436 * YuMe Inc. 400,538 1,434 * Papa Murphy's Holdings Inc. 311,582 1,315 Salem Media Group Inc. Class A 207,043 1,294 * Cambium Learning Group Inc. 248,408 1,240 * Peak Resorts Inc. 197,020 1,093 * Town Sports International Holdings Inc. 404,990 1,012 Destination Maternity Corp. 185,491 959 * New York & Co. Inc. 406,347 922	*	RealNetworks Inc.	386,288	1,877
** Fogo De Chao Inc. 113,216 1,625 McClatchy Co. Class A 119,995 1,582 * Travelzoo Inc. 166,357 1,564 * Radio One Inc. 538,531 1,562 Wayside Technology Group Inc. 79,567 1,488 * Luby's Inc. 335,552 1,436 * YuMe Inc. 400,538 1,434 * Papa Murphy's Holdings Inc. 311,582 1,315 Salem Media Group Inc. Class A 207,043 1,294 * Cambium Learning Group Inc. 248,408 1,240 * Peak Resorts Inc. 197,020 1,093 * Town Sports International Holdings Inc. 404,990 1,012 Destination Maternity Corp. 185,491 959 * New York & Co. Inc. 406,347 922	*	Leaf Group Ltd.	263,028	1,723
McClatchy Co. Class A 119,995 1,582 Travelzoo Inc. 166,357 1,564 Radio One Inc. 538,531 1,562 Wayside Technology Group Inc. 79,567 1,488 Luby's Inc. 335,552 1,436 YuMe Inc. 400,538 1,434 Papa Murphy's Holdings Inc. 311,582 1,315 Salem Media Group Inc. Class A 207,043 1,294 Cambium Learning Group Inc. 248,408 1,240 Peak Resorts Inc. 197,020 1,093 Town Sports International Holdings Inc. 404,990 1,012 Destination Maternity Corp. 185,491 959 New York & Co. Inc. 406,347 922	*	Christopher & Banks Corp.	697,604	1,632
* Travelzoo Inc. 166,357 1,564 * Radio One Inc. 538,531 1,562 Wayside Technology Group Inc. 79,567 1,488 * Luby's Inc. 335,552 1,436 * YuMe Inc. 400,538 1,434 * Papa Murphy's Holdings Inc. 311,582 1,315 Salem Media Group Inc. Class A 207,043 1,294 * Cambium Learning Group Inc. 248,408 1,240 * Peak Resorts Inc. 197,020 1,093 * Town Sports International Holdings Inc. 404,990 1,012 Destination Maternity Corp. 185,491 959 * New York & Co. Inc. 406,347 922	*	Fogo De Chao Inc.	113,216	1,625
* Radio One Inc. 538,531 1,562 Wayside Technology Group Inc. 79,567 1,488 * Luby's Inc. 335,552 1,436 * YuMe Inc. 400,538 1,434 * Papa Murphy's Holdings Inc. 311,582 1,315 Salem Media Group Inc. Class A 207,043 1,294 * Cambium Learning Group Inc. 248,408 1,240 * Peak Resorts Inc. 197,020 1,093 * Town Sports International Holdings Inc. 404,990 1,012 Destination Maternity Corp. 185,491 959 * New York & Co. Inc. 406,347 922		McClatchy Co. Class A	119,995	1,582
Natio Orie Inc. 538,331 1,362 Wayside Technology Group Inc. 79,567 1,488 Luby's Inc. 335,552 1,436 YuMe Inc. 400,538 1,434 Papa Murphy's Holdings Inc. 311,582 1,315 Salem Media Group Inc. Class A 207,043 1,294 Cambium Learning Group Inc. 248,408 1,240 Peak Resorts Inc. 197,020 1,093 Town Sports International Holdings Inc. 404,990 1,012 Destination Maternity Corp. 185,491 959 New York & Co. Inc. 406,347 922	*	Travelzoo Inc.	166,357	1,564
Luby's Inc. 335,552 1,436 YuMe Inc. 400,538 1,434 Papa Murphy's Holdings Inc. 311,582 1,315 Salem Media Group Inc. Class A 207,043 1,294 Cambium Learning Group Inc. 248,408 1,240 Peak Resorts Inc. 197,020 1,093 Town Sports International Holdings Inc. 404,990 1,012 Destination Maternity Corp. 185,491 959 New York & Co. Inc. 406,347 922	*	Radio One Inc.	538,531	1,562
* YuMe Inc. 400,538 1,434 * Papa Murphy's Holdings Inc. 311,582 1,315 Salem Media Group Inc. Class A 207,043 1,294 * Cambium Learning Group Inc. 248,408 1,240 * Peak Resorts Inc. 197,020 1,093 * Town Sports International Holdings Inc. 404,990 1,012 Destination Maternity Corp. 185,491 959 * New York & Co. Inc. 406,347 922		Wayside Technology Group Inc.		
** Papa Murphy's Holdings Inc. 311,582 1,315 Salem Media Group Inc. Class A 207,043 1,294 * Cambium Learning Group Inc. 248,408 1,240 * Peak Resorts Inc. 197,020 1,093 * Town Sports International Holdings Inc. 404,990 1,012 Destination Maternity Corp. 185,491 959 * New York & Co. Inc. 406,347 922	*			
Salem Media Group Inc. Class A 207,043 1,294 * Cambium Learning Group Inc. 248,408 1,240 * Peak Resorts Inc. 197,020 1,093 * Town Sports International Holdings Inc. 404,990 1,012 Destination Maternity Corp. 185,491 959 * New York & Co. Inc. 406,347 922	*		400,538	1,434
* Cambium Learning Group Inc. 248,408 1,240 * Peak Resorts Inc. 197,020 1,093 * Town Sports International Holdings Inc. 404,990 1,012 Destination Maternity Corp. 185,491 959 * New York & Co. Inc. 406,347 922	*,^	Papa Murphy's Holdings Inc.	311,582	1,315
* Peak Resorts Inc. 197,020 1,093 * Town Sports International Holdings Inc. 404,990 1,012 Destination Maternity Corp. 185,491 959 * New York & Co. Inc. 406,347 922			207,043	1,294
* Town Sports International Holdings Inc. 404,990 1,012 Destination Maternity Corp. 185,491 959 * New York & Co. Inc. 406,347 922	*	Cambium Learning Group Inc.	248,408	1,240
Destination Maternity Corp. 185,491 959 * New York & Co. Inc. 406,347 922	*		197,020	1,093
Destination Maternity Corp. 185,491 959 * New York & Co. Inc. 406,347 922	*	Town Sports International Holdings Inc.	404,990	
·			185,491	959
	*	New York & Co. Inc.	406,347	922
	٨	Live Ventures Inc.	37,251	895

			Market
		Shares	Value (\$000)
	Liberty Tax Inc.	64,719	867
*	Remark Media Inc.	219,630	861
	Educational Development Corp.	82,487	821
*	Bravo Brio Restaurant Group Inc.	154,523	587
*	Nevada Gold & Casinos Inc.	312,948	579
*	Profire Energy Inc.	409,919	566
*,^	Good Times Restaurants Inc.	178,652	563
*	Famous Dave's of America Inc.	108,592	538
	Gaming Partners International Corp.	42,577	503
*	Full House Resorts Inc.	193,494	464
*,^	Digital Turbine Inc.	625,025	422
	CafePress Inc.	139,975	412
*,^	Emmis Communications Corp. Class A WeCast Network Inc.	123,802 326,461	406 402
,	Ark Restaurants Corp.	15,310	371
*,^	Bon-Ton Stores Inc.	245,651	361
*	TheStreet Inc.	412,547	351
	National American University Holdings Inc.	175,287	342
*	Dover Downs Gaming & Entertainment Inc.	315,936	325
*	Gordmans Stores Inc.	446,665	306
*,^	hhgregg Inc.	207,489	297
*	Cumulus Media Inc. Class A	257,942	263
*	Spark Networks Inc.	283,674	238
*	Rave Restaurant Group Inc.	123,069	231
*	MaxPoint Interactive Inc.	38,149	229
*	Insignia Systems Inc.	95,048	227
*	Diversified Restaurant Holdings Inc.	152,142	213
	Value Line Inc.	9,438	184
*	Spanish Broadcasting System Inc.	51,540	157
	Flanigan's Enterprises Inc.	5,174	128
^	bebe stores inc	23,971	122
*	VistaGen Therapeutics Inc.	30,687	114
*	Rush Enterprises Inc. Class B	2,967	92
*,^	Noodles & Co. Class A	20,188	83
*,^	FunctionX Inc.	15,119	37
*,^	Net Element Inc.	46,142	36
*	NTN Buzztime Inc.	3,841	33
	Haverty Furniture Cos. Inc. Class A	1,375	32
*	SPAR Group Inc.	19,446	19
	Viacom Inc. Class A	300	12
*	Universal Travel Group	42,843	7
*	ONE Group Hospitality Inc.	2,677	6
*	Radio One Inc. Class A	950	3
	. 1 (00 00/)		64,671,428
Fin	nancials (20.6%)	75 017 017	6 5 40 076
*	JPMorgan Chase & Co.	75,817,317 20,400,333	6,542,276
	Berkshire Hathaway Inc. Class B	39,400,223 95,774,705	6,421,448 5,279,144
	Wells Fargo & Co. Bank of America Corp.	95,774,705 214,199,154	5,278,144 4,733,801
	Citigroup Inc.	60,190,801	4,733,801 3,577,139
	Visa Inc. Class A	39,581,531	3,088,151
	Mastercard Inc. Class A	20,405,276	2,106,845
	Goldman Sachs Group Inc.	7,584,395	1,816,083
	US Bancorp	34,462,772	1,770,353
	American International Group Inc.	21,679,713	1,415,902
	Morgan Stanley	29,800,018	1,259,051
	Chubb Ltd.	9,355,851	1,236,095
	American Express Co.	16,496,910	1,222,091
	PNC Financial Services Group Inc.	10,378,104	1,213,823
	Simon Property Group Inc.	6,656,048	1,182,580
	Bank of New York Mellon Corp.	21,324,482	1,010,354
	MetLife Inc.	18,617,438	1,003,294
	Charles Schwab Corp.	25,193,362	994,382
	American Tower Corporation	9,018,762	953,103

		Market
	Shares	Value (\$000)
Prudential Financial Inc.	9,116,711	948,685
Capital One Financial Corp.	10,278,751	896,718
BlackRock Inc.	2,239,398	852,181
BB&T Corp.	17,285,295	812,755
CME Group Inc.	6,816,896	786,329
Marsh & McLennan Cos. Inc.	10,957,611	740,625
Travelers Cos. Inc.	6,025,524	737,645
Intercontinental Exchange Inc.	12,564,326	708,879
Public Storage	3,121,279	697,606
Crown Castle International Corp.	7,632,563	662,278
Synchrony Financial	17,329,956	628,558
Aon plc Discover Financial Services	5,591,582 8,416,813	623,629 606,768
Aflac Inc.	8,416,813 8,673,858	603,701
S&P Global Inc.	5,495,954	591,035
Prologis Inc.	11,113,911	586,703
SunTrust Banks Inc.	10,524,918	577,292
Allstate Corp.	7,785,156	577,036
State Street Corp.	7,376,312	573,287
Equinix Inc.	1,509,476	539,502
AvalonBay Communities Inc.	2,908,334	515,211
Welltower Inc.	7,660,677	512,729
Equity Residential	7,741,298	498,230
Weyerhaeuser Co.	15,845,479	476,790
M&T Bank Corp.	2,998,952	469,126
Ventas Inc.	7,489,759	468,260
Fifth Third Bancorp	16,242,180	438,052
Progressive Corp.	12,330,185	437,722
KeyCorp	22,912,617	418,614
Boston Properties Inc.	3,252,809	409,138
Northern Trust Corp.	4,556,504	405,757
Citizens Financial Group Inc. Hartford Financial Services Group Inc.	11,024,777 8,036,329	392,813 382,931
Regions Financial Corp.	26,562,688	381,440
Vornado Realty Trust	3,596,184	375,334
Ameriprise Financial Inc.	3,363,873	373,188
T. Rowe Price Group Inc.	4,934,268	371,353
Principal Financial Group Inc.	6,085,772	352,123
Willis Towers Watson plc	2,761,751	337,707
Digital Realty Trust Inc.	3,362,352	330,385
General Growth Properties Inc.	13,089,029	326,964
Moody's Corp.	3,462,359	326,397
Lincoln National Corp.	4,870,841	322,791
Essex Property Trust Inc.	1,385,297	322,082
Realty Income Corp.	5,463,848	314,062
Huntington Bancshares Inc.	22,990,586	303,936
Equifax Inc.	2,528,490	298,943
First Republic Bank Host Hotels & Resorts Inc.	3,214,610 15,711,362	296,194 296,002
HCP Inc.	9,895,628	294,098
Franklin Resources Inc.	7,278,410	288,079
Loews Corp.	6,109,144	286,091
IHS Markit Ltd.	7,590,070	268,764
Invesco Ltd.	8,687,070	263,566
Markel Corp.	282,185	255,236
Liberty Broadband Corp.	3,409,884	252,570
Cincinnati Financial Corp.	3,323,962	251,790
Comerica Inc.	3,685,293	251,005
Berkshire Hathaway Inc. Class A	978	238,750
Mid-America Apartment Communities Inc.	2,404,377	235,437
SL Green Realty Corp.	2,136,310	229,760
Western Union Co.	10,305,783	223,842
TD Ameritrade Holding Corp.	5,014,979 4,965,994	218,653
Unum Group	4,965,894	218,152

			Market Value
		Shares	(\$000)
	XL Group Ltd.	5,764,145	214,772
	Federal Realty Investment Trust	1,508,967	214,439
-	Arch Capital Group Ltd.	2,479,668	213,971
	Kimco Realty Corp. Annaly Capital Management Inc.	8,475,054 21,350,573	213,232 212,865
	UDR Inc.	5,644,811	205,923
	Macerich Co.	2,884,863	204,364
*	E*TRADE Financial Corp.	5,792,329	200,704
	Duke Realty Corp.	7,472,104	198,459
*	CBRE Group Inc. Class A	6,232,611	196,265
	Extra Space Storage Inc.	2,527,298	195,209
	Arthur J Gallagher & Co.	3,753,786	195,047
*	Alleghany Corp.	312,889	190,274
*	SVB Financial Group	1,102,853	189,316
	Raymond James Financial Inc. FNF Group	2,703,631 5,513,907	187,281 187,252
	Zions Bancorporation	4,349,908	187,252
	Alexandria Real Estate Equities Inc.	1,671,343	185,736
	CIT Group Inc.	4,303,836	183,688
	Ally Financial Inc.	9,614,451	182,867
	Torchmark Corp.	2,420,000	178,499
	VEREIT Inc.	20,675,209	174,912
	Iron Mountain Inc.	5,298,889	172,108
	Reinsurance Group of America Inc. Class A	1,354,362	170,419
*	Affiliated Managers Group Inc.	1,150,749	167,204
	Nasdaq Inc.	2,468,419	165,680 164 <i>.</i> 493
*	Voya Financial Inc. Signature Bank	4,194,113 1,076,143	164,493
	Brixmor Property Group Inc.	6,432,725	157,087
	New York Community Bancorp Inc.	9,812,915	156,123
	East West Bancorp Inc.	3,065,924	155,841
	Camden Property Trust	1,848,812	155,430
	MSCI Inc. Class A	1,966,555	154,925
	SEI Investments Co.	3,079,911	152,024
	Regency Centers Corp.	2,204,263	151,984
	Apartment Investment & Management Co.	3,306,103	150,262
	Everest Re Group Ltd. Kilroy Realty Corp.	693,123 1,945,593	149,992 142,456
	American Campus Communities Inc.	2.805.453	139,627
	National Retail Properties Inc.	3,103,353	137,168
	PacWest Bancorp	2,441,829	132,933
	WP Carey Inc.	2,241,092	132,426
	American Financial Group Inc.	1,486,340	130,976
	WR Berkley Corp.	1,968,813	130,946
	Bank of the Ozarks Inc.	2,437,090	128,167
	People's United Financial Inc.	6,590,671	127,595
^	Omega Healthcare Investors Inc. CBOE Holdings Inc.	4,079,863	127,537 127,453
	AGNC Investment Corp.	1,724,903 7,004,599	126,993
	Axis Capital Holdings Ltd.	1,937,338	126,450
	Gaming and Leisure Properties Inc.	4,120,617	126,173
	Endurance Specialty Holdings Ltd.	1,357,657	125,448
	Liberty Property Trust	3,098,068	122,374
	Starwood Property Trust Inc.	5,422,381	119,021
	Lamar Advertising Co. Class A	1,751,046	117,740
	Equity LifeStyle Properties Inc.	1,624,092	117,097
	RenaissanceRe Holdings Ltd.	845,038	115,111
	Assurant Inc.	1,235,076	114,689
	Lazard Ltd. Class A Spirit Realty Capital Inc.	2,755,291 10,302,864	113,215 111,889
	MarketAxess Holdings Inc.	759,279	111,553
	Douglas Emmett Inc.	3,027,595	110,689
	Hospitality Properties Trust	3,429,298	108,846
	Commerce Bancshares Inc.	1,861,355	107,605

			Market
		Shares	Value (\$000)
	Navient Corp.	6,510,028	106,960
	Forest City Realty Trust Inc. Class A	5,102,916	106,345
	Assured Guaranty Ltd.	2,815,097	106,326
	Sun Communities Inc.	1,386,873	106,248
	Brown & Brown Inc.	2,366,545	106,163
	Webster Financial Corp.	1,941,202	105,368
	Highwoods Properties Inc.	2,065,130	105,342
	Cullen/Frost Bankers Inc.	1,188,149	104,830
	Synovus Financial Corp.	2,509,739	103,100
	CubeSmart	3,790,805	101,480
	Prosperity Bancshares Inc. Old Republic International Corp.	1,403,121 5,283,948	100,716 100,395
	DDR Corp.	6,550,369	100,395
	First Horizon National Corp.	4,895,563	97,960
*	Western Alliance Bancorp	2,006,918	97,757
	Jones Lang LaSalle Inc.	954,905	96,484
	EPR Properties	1,342,326	96,339
	Popular Inc.	2,198,438	96,336
	Senior Housing Properties Trust	5,030,324	95,224
	Eaton Vance Corp.	2,268,681	95,012
	American Homes 4 Rent Class A	4,528,080	94,999
	Allied World Assurance Co. Holdings AG	1,768,050	94,962
	Investors Bancorp Inc.	6,729,267	93,873
	Weingarten Realty Investors	2,547,494	91,175
	Hudson Pacific Properties Inc. DCT Industrial Trust Inc.	2,598,293 1,886,569	90,369 90,329
	Taubman Centers Inc.	1,212,463	89,637
	Validus Holdings Ltd.	1,616,656	88,932
	Umpqua Holdings Corp.	4,693,862	88,151
	Healthcare Trust of America Inc. Class A	3,011,039	87,651
	PrivateBancorp Inc.	1,600,204	86,715
*	Howard Hughes Corp.	756,330	86,297
	First American Financial Corp.	2,330,728	85,375
	Apple Hospitality REIT Inc.	4,265,804	85,231
	Life Storage Inc.	979,369	83,501
	Medical Properties Trust Inc.	6,785,642	83,463
	New Residential Investment Corp.	5,288,026	83,128
	BankUnited Inc.	2,199,383	82,895
	Hanover Insurance Group Inc. STORE Capital Corp.	906,533 3,323,730	82,504 82,129
	Gramercy Property Trust	8,920,994	81,895
	Bank of Hawaii Corp.	922,572	81,823
	Radian Group Inc.	4,531,494	81,476
*	Texas Capital Bancshares Inc.	1,036,685	81,276
	Wintrust Financial Corp.	1,112,200	80,712
	Communications Sales & Leasing Inc.	3,172,033	80,601
*	Equity Commonwealth	2,660,044	80,440
	Realogy Holdings Corp.	3,100,275	79,770
*,^	Zillow Group Inc.	2,167,952	79,065
	Associated Banc-Corp	3,198,271	78,997
	IBERIABANK Corp.	934,861	78,295
	Chemical Financial Corp.	1,421,403	76,997
	Retail Properties of America Inc. Hancock Holding Co.	4,997,683 1,749,115	76,615 75,387
	United Bankshares Inc.	1,625,602	75,367 75,184
	CyrusOne Inc.	1,675,018	75,164 74,924
	Healthcare Realty Trust Inc.	2,464,178	74,714
*	MGIC Investment Corp.	7,173,794	73,101
	MB Financial Inc.	1,539,211	72,697
	Outfront Media Inc.	2,911,652	72,413
	LaSalle Hotel Properties	2,375,433	72,379
	Tanger Factory Outlet Centers Inc.	2,004,647	71,726
	FNB Corp.	4,457,193	71,449
	CNO Financial Group Inc.	3,723,420	71,304

		Market
	Shares	Value (\$000)
Home BancShares Inc.	2,531,577	70,302
DuPont Fabros Technology Inc.	1,599,471	70,265
Aspen Insurance Holdings Ltd.	1,272,833	70,006
Fulton Financial Corp.	3,704,742	69,649
Sunstone Hotel Investors Inc.	4,565,392	69,622
UMB Financial Corp.	901,487	69,523
Rayonier Inc.	2,599,394	69,144
First Industrial Realty Trust Inc.	2,442,151	68,502
Primerica Inc.	980,236	67,783
Stilei Filialiciai Colp.	1,339,576	66,912
White Mountains Insurance Group Ltd. Education Realty Trust Inc.	79,595 1,543,697	66,545 65,298
Washington Federal Inc.	1,899,321	65,242
Two Harbors Investment Corp.	7,448,470	64,951
Pinnacle Financial Partners Inc.	933,173	64,669
Empire State Realty Trust Inc.	3,200,192	64,612
Chimera Investment Corp.	3,795,811	64,605
Cousins Properties Inc.	7,579,510	64,502
TCF Financial Corp.	3,290,159	64,454
ProAssurance Corp.	1,139,819	64,058
Piedmont Office Realty Trust Inc. Class A	3,042,020	63,609
* Liberty Ventures Class A	1,710,988	63,084
Corporate Office Properties Trust	1,987,246	62,042
Sterling Bancorp	2,627,083	61,474
RLJ Lodging Trust	2,502,371	61,283
^ First Financial Bankshares Inc.	1,351,627	61,094
* CoreCivic Inc.	2,485,721	60,801
Cathay General Bancorp	1,597,911	60,769
National Health Investors Inc.	814,458	60,408
Equity One Inc. Brandywine Realty Trust	1,966,999 3,653,520	60,367 60,320
MFA Financial Inc.	7,889,767	60,199
LPL Financial Holdings Inc.	1,699,327	59,833
Hope Bancorp Inc.	2,722,835	59,603
Valley National Bancorp	5,096,865	59,328
Legg Mason Inc.	1,972,728	59,004
Erie Indemnity Co. Class A	521,959	58,694
First Citizens BancShares Inc. Class A	165,216	58,652
Paramount Group Inc.	3,646,265	58,304
Glacier Bancorp Inc.	1,606,358	58,198
NorthStar Realty Finance Corp.	3,813,308	57,772
Ryman Hospitality Properties Inc.	914,326	57,612
Urban Edge Properties	2,081,071	57,250
Blackstone Mortgage Trust Inc. Class A	1,896,074	57,015
GEO Group Inc.	1,585,661	56,973
CoreSite Realty Corp. Columbia Property Trust Inc.	715,574	56,795 56,762
NorthStar Asset Management Group Inc.	2,627,869 3,803,909	56,754
Community Bank System Inc.	910,114	56,236
BancorpSouth Inc.	1,807,495	56,123
* SLM Corp.	5,066,801	55,836
Columbia Banking System Inc.	1,248,772	55,795
RLI Corp.	881,587	55,655
Federated Investors Inc. Class B	1,949,831	55,141
Physicians Realty Trust	2,883,125	54,664
Acadia Realty Trust	1,663,247	54,355
Great Western Bancorp Inc.	1,239,899	54,047
Selective Insurance Group Inc.	1,219,700	52,508
Old National Bancorp	2,850,083	51,729
Washington REIT	1,516,565	49,577
CVB Financial Corp.	2,153,929	49,390
Interactive Brokers Group Inc.	1,345,328	49,118
Mack-Cali Realty Corp. DiamondRock Hospitality Co.	1,682,898 4,228,041	48,838 48,749
Diamonumock mospitality CO.	4,228,041	40,749

			Market
		Shares	Value
	International Panagharas Cara		(\$000)
	International Bancshares Corp. Evercore Partners Inc. Class A	1,191,695 699,068	48,621 48,026
*	Essent Group Ltd.	1,481,892	47,969
	EastGroup Properties Inc.	648,358	47,875
	Trustmark Corp.	1,337,499	47,682
	Retail Opportunity Investments Corp.	2,255,244	47,653
	AmTrust Financial Services Inc.	1,734,576	47,493
	Hilltop Holdings Inc. PS Business Parks Inc.	1,585,042 402,652	47,234 46,917
	FirstCash Inc.	987,423	46,409
	Colony Capital Inc. Class A	2,275,947	46,088
	Colony Starwood Homes	1,596,631	45,999
	Xenia Hotels & Resorts Inc.	2,333,511	45,317
	Pebblebrook Hotel Trust	1,514,535	45,057
*	Blackhawk Network Holdings Inc.	1,193,895	44,980
	American National Insurance Co. BGC Partners Inc. Class A	359,542 4,341,583	44,803 44,414
	Care Capital Properties Inc.	4,341,583 1,772,434	44,414
	Lexington Realty Trust	4,093,792	44,213
	EverBank Financial Corp.	2,255,702	43,873
	Alexander & Baldwin Inc.	976,406	43,811
	South State Corp.	497,284	43,463
	Capitol Federal Financial Inc.	2,618,611	43,102
	First Midwest Bancorp Inc.	1,677,305	42,318
	QTS Realty Trust Inc. Class A	837,411	41,577
	CBL & Associates Properties Inc. Kite Realty Group Trust	3,608,162 1,756,035	41,494 41,232
	Janus Capital Group Inc.	3,103,874	41,188
	LTC Properties Inc.	872,212	40,977
	Financial Engines Inc.	1,114,547	40,960
*	Enstar Group Ltd.	206,401	40,805
	Washington Prime Group Inc.	3,908,445	40,687
*	Genworth Financial Inc. Class A	10,551,547	40,201
	HealthEquity Inc. Argo Group International Holdings Ltd.	989,216 607,558	40,083 40,038
*	Eagle Bancorp Inc.	655,010	39,923
*	LendingClub Corp.	7,561,599	39.698
	United Community Banks Inc.	1,338,554	39,648
	American Equity Investment Life Holding Co.	1,758,309	39,632
*,^	Zillow Group Inc. Class A	1,081,448	39,419
	STAG Industrial Inc.	1,641,592	39,185
	Towne Bank WesBanco Inc.	1,165,741 892,158	38,761 38,416
	Kennedy-Wilson Holdings Inc.	1,863,911	38,210
*,^	Credit Acceptance Corp.	174,642	37,986
	Monogram Residential Trust Inc.	3,502,213	37,894
	Independent Bank Corp.	533,954	37,617
	Potlatch Corp.	893,389	37,210
	Northwest Bancshares Inc.	2,054,664	37,046
	NBT Bancorp Inc. LegacyTexas Financial Group Inc.	880,497	36,875
	Banner Corp.	854,609 657,364	36,799 36,688
*	PRA Group Inc.	936,002	36,598
*	HRG Group Inc.	2,329,944	36,254
	Kemper Corp.	815,521	36,128
	BOK Financial Corp.	434,563	36,086
*	FCB Financial Holdings Inc. Class A	753,470	35,941
	Mercury General Corp.	593,285	35,722
	Horace Mann Educators Corp. Simmons First National Corp. Class A	834,415 573,302	35,713 35,631
	Astoria Financial Corp. Class A	573,302 1,910,304	35,631 35,627
	New York REIT Inc.	3,507,569	35,497
	Renasant Corp.	837,567	35,362
	ServisFirst Bancshares Inc.	941,372	35,245

			Market
		Ch.	Value
_		Shares	(\$000)
	First Financial Bancorp American Assets Trust Inc.	1,238,460 817,344	35,234 35,211
*,^	Boff Holding Inc.	1,206,759	34,453
	Invesco Mortgage Capital Inc.	2,322,774	33,913
	Yadkin Financial Corp.	986,367	33,793
	Rexford Industrial Realty Inc.	1,439,068	33,372
	First Merchants Corp.	883,833	33,276
	Park National Corp.	275,743	32,995
	Union Bankshares Corp.	922,899	32,984
^	Westamerica Bancorporation	523,424	32,939
	Provident Financial Services Inc.	1,159,292	32,808
	Chesapeake Lodging Trust	1,261,885	32,632
	Waddell & Reed Financial Inc. Class A	1,669,501	32,572
	Select Income REIT	1,292,410	32,569
	Apollo Commercial Real Estate Finance Inc. Sabra Health Care REIT Inc.	1,932,795	32,123
*	Santander Consumer USA Holdings Inc.	1,307,304 2,320,243	31,924 31,323
	Franklin Street Properties Corp.	2,320,243	31,004
	Ameris Bancorp	704,638	30,722
*	Quality Care Properties Inc.	1,971,019	30,551
	Navigators Group Inc.	258,649	30,456
	S&T Bancorp Inc.	776,573	30,317
	BNC Bancorp	949,698	30,295
	Summit Hotel Properties Inc.	1,860,443	29,823
	Beneficial Bancorp Inc.	1,615,375	29,723
	WSFS Financial Corp.	635,392	29,450
*	MBIA Inc.	2,743,552	29,356
^	Government Properties Income Trust	1,498,895	28,576
	Four Corners Property Trust Inc.	1,390,269	28,528
	Terreno Realty Corp.	974,606	27,767
	Tompkins Financial Corp.	293,413	27,739
٨	WisdomTree Investments Inc.	2,484,407	27,676
	Kearny Financial Corp. Global Net Lease Inc.	1,775,573	27,610
	Ramco-Gershenson Properties Trust	3,516,130 1,609,349	27,531 26,683
	Boston Private Financial Holdings Inc.	1,606,113	26,581
	National General Holdings Corp.	1,056,720	26,407
	Pennsylvania REIT	1,387,360	26,304
	Agree Realty Corp.	563,789	25,963
	First Commonwealth Financial Corp.	1,813,455	25,715
*	OneMain Holdings Inc. Class A	1,158,164	25,642
	Employers Holdings Inc.	645,234	25,551
	Redwood Trust Inc.	1,669,300	25,390
	Artisan Partners Asset Management Inc. Class A	843,154	25,084
	Lakeland Financial Corp.	526,041	24,913
	TFS Financial Corp.	1,278,899	24,350
	CenterState Banks Inc. CYS Investments Inc.	963,522 3,136,594	24,252
	Athene Holding Ltd. Class A	503,641	24,246 24,170
	Heartland Financial USA Inc.	503,541	24,170
	Nelnet Inc. Class A	473,661	24,038
	AMERISAFE Inc.	382,128	23,826
	Berkshire Hills Bancorp Inc.	624,526	23,014
	PennyMac Mortgage Investment Trust	1,403,002	22,967
	Hanmi Financial Corp.	649,449	22,666
	HFF Inc. Class A	748,642	22,646
	Maiden Holdings Ltd.	1,295,164	22,601
*	St. Joe Co.	1,186,174	22,537
	Brookline Bancorp Inc.	1,369,649	22,462
	FelCor Lodging Trust Inc.	2,766,343	22,158
*	Safety Insurance Group Inc.	300,304	22,132
	Piper Jaffray Cos.	299,393	21,706
	City Holding Co. First Busey Corp.	319,938 695,457	21,628
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			Market
		-	Value
_		Shares	(\$000)
	Southside Bancshares Inc. Cardinal Financial Corp.	565,523 647,937	21,303
	Monmouth Real Estate Investment Corp.	647,827 1.389.534	21,242 21,177
	Capstead Mortgage Corp.	2,063,410	21,177
^	Investors Real Estate Trust	2,935,909	20,933
*	Green Dot Corp. Class A	886,661	20,881
*	Pacific Premier Bancorp Inc.	587,400	20,765
	Stewart Information Services Corp.	446,457	20,573
	NRG Yield Inc.	1,300,071	20,541
	CareTrust REIT Inc.	1,338,727	20,509
	Universal Insurance Holdings Inc.	714,724	20,298
	Universal Health Realty Income Trust State Bank Financial Corp.	307,776	20,187 20,108
*	Customers Bancorp Inc.	748,638 560,777	20,108
	Capital Bank Financial Corp.	509,492	19,998
	Lakeland Bancorp Inc.	1,020,457	19,899
*	iStar Inc.	1,602,586	19,824
*	FNFV Group	1,444,386	19,788
	United Fire Group Inc.	401,460	19,740
	RE/MAX Holdings Inc. Class A	351,466	19,682
	Sandy Spring Bancorp Inc.	491,196	19,643
	National Storage Affiliates Trust	888,327	19,605
	National Bank Holdings Corp. Class A	612,415	19,530
	Ladder Capital Corp. Class A Central Pacific Financial Corp.	1,423,322 619,365	19,528 19,460
^	Seritage Growth Properties Class A	454,638	19,418
*	Parkway Inc.	869,817	19,353
*,^	Black Knight Financial Services Inc. Class A	509,062	19,243
	Saul Centers Inc.	288,358	19,208
	Meridian Bancorp Inc.	1,010,639	19,101
	New Senior Investment Group Inc.	1,942,629	19,018
	Infinity Property & Casualty Corp.	213,774	18,791
	Stock Yards Bancorp Inc.	399,712	18,766
	Alexander's Inc.	43,464	18,553
*	Northfield Bancorp Inc. First BanCorp (NYSE)	927,459 2,759,476	18,521 18,240
	Hersha Hospitality Trust Class A	846,496	18,200
*	Walker & Dunlop Inc.	579,314	18,075
	Getty Realty Corp.	707,451	18,033
	First Interstate BancSystem Inc. Class A	420,595	17,896
	Hannon Armstrong Sustainable Infrastructure Capital Inc.	935,183	17,759
	Banc of California Inc.	1,013,674	17,587
	MainSource Financial Group Inc.	510,368	17,557
	United Financial Bancorp Inc.	961,781	17,466
	OceanFirst Financial Corp. ARMOUR Residential REIT Inc.	577,307 794,527	17,337 17,233
	Tier REIT Inc.	985,798	17,233
	Meta Financial Group Inc.	165,530	17,143
	Easterly Government Properties Inc.	846,020	16,937
*	KCG Holdings Inc. Class A	1,274,173	16,883
	ConnectOne Bancorp Inc.	637,291	16,538
	FBL Financial Group Inc. Class A	210,390	16,442
	Enterprise Financial Services Corp.	379,092	16,301
	Flushing Financial Corp.	552,497	16,238
	New York Mortgage Trust Inc. TrustCo Bank Corp. NY	2,458,382	16,225
	First Hawaiian Inc.	1,834,198 457,360	16,049 15,025
	Community Trust Bancorp Inc.	457,360 320,664	15,925 15,905
	Washington Trust Bancorp Inc.	281,064	15,754
	Chatham Lodging Trust	755,302	15,521
	Univest Corp. of Pennsylvania	499,787	15,443
	BancFirst Corp.	164,324	15,290
*	HomeStreet Inc.	482,000	15,231
	Virtus Investment Partners Inc.	128,366	15,154

Lending Firen Inc.				Market Value
Heritage Financial Corp. Orizan Financial Corp. 977.24 14,948 MTGE Investment Carp. James River Group Holdings Itd. 14,826 National Western Life Group Inc. Class A At 2,424 At 2,424 At 883 Resemblia & Co. Inc. 25,254 At 1,4735 Colum & Stears Inc. At 22,386 That Group Inc. Class A At 2,243 Learn At 1,4735 Colum & Stears Inc. At 2,386 That Group Inc. That of Viris Reinourano Ltd.			Shares	(\$000)
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MIGE Investment Corp. 944,349 14,826 James River Group Holings Ltd. 368,811 14,826 National Western Life Group Inc. Cless A 47,243 14,683 Greenfill & Co. Inc. 526,254 14,577 Cohin & Staers Inc. 432,886 14,535 Third Point Reinsurance Ltd. 125,444 14,473 Liberry Browdband Copp. Cless A 135,550 14,365 Tific Beneziates 136,668 13,235 Canden National Corp. 321,360 14,284 Horizon Bancorp 507,428 14,208 Coliz Finencial Inc. 358,602 14,131 Greenight Capital Re Ltd. Class A 16,329 10,654 Independence Featry Trust Inc. 1,558,777 33,903 Moslis & Co. Class A 10,022 13,900 Byry Mover Benk Corp. 323,033 13,889 Byry Mover Benk Corp. 323,033 13,889 Byr Mover Benk Corp. 323,033 13,889 Byr Marchardis Bank Corp. 325,222 13,986 Marcantille Bank Corp. 32,22		9		
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* Triumph Bancorp Inc. 387,180 10,125			,	
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000.072 0.020		UMH Properties Inc.	659,642	9,928

			Market
			Value
		Shares	(\$000)
	State National Cos. Inc.	708,279	9,817
*	Stonegate Bank Franklin Financial Network Inc.	230,716 229,163	9,628 9,590
	Bank Mutual Corp.	991,212	9,367
*	TriState Capital Holdings Inc.	418,854	9,257
	NexPoint Residential Trust Inc.	414,161	9,252
	Independent Bank Corp. Michigan	424,010	9,201
	Waterstone Financial Inc.	499,977	9,200
	United Community Financial Corp.	1,019,232	9,112
	Peapack Gladstone Financial Corp.	294,408	9,091
*	Bancorp Inc.	1,152,119	9,056
	Kinsale Capital Group Inc.	265,729	9,037
	Whitestone REIT	623,647	8,968
	Blue Hills Bancorp Inc.	476,432	8,933
	Virtu Financial Inc. Class A	556,827	8,881
	Fidelity Southern Corp.	372,287	8,812
	Preferred Apartment Communities Inc. Class A	590,553	8,805
	First Defiance Financial Corp.	173,443	8,801
	Financial Institutions Inc.	254,896	8,717
*	Pacific Continental Corp.	397,133 644.548	8,677
*	Forestar Group Inc. HomeTrust Bancshares Inc.	330,585	8,573 8,562
	First Bancorp	314,940	8,547
	Arrow Financial Corp.	211,011	8,546
*	Tejon Ranch Co.	335,528	8,532
	Westwood Holdings Group Inc.	141,736	8,503
*	Marcus & Millichap Inc.	318,195	8,502
	Midland States Bancorp Inc.	234,785	8,495
	CorEnergy Infrastructure Trust Inc.	243,143	8,481
	Clifton Bancorp Inc.	501,079	8,478
*,^	Citizens Inc. Class A	863,136	8,476
	Western Asset Mortgage Capital Corp.	824,137	8,299
	Heritage Insurance Holdings Inc.	526,969	8,258
*	First Foundation Inc.	289,377	8,247
*	Atlantic Capital Bancshares Inc.	425,706	8,088
	Federal Agricultural Mortgage Corp.	140,002	8,018
*	1st Source Corp. World Acceptance Corp.	175,787	7,851
^	Cowen Group Inc. Class A	121,837 503.502	7,832 7,804
	Community Healthcare Trust Inc.	338,482	7,804 7,795
	First Community Bancshares Inc.	258,101	7,779
*	MedEquities Realty Trust Inc.	684,654	7,600
*	Green Bancorp Inc.	499,252	7,589
	Farmers National Banc Corp.	532,236	7,558
	Houlihan Lokey Inc.	238,157	7,411
	West Bancorporation Inc.	297,901	7,358
	Live Oak Bancshares Inc.	396,900	7,343
	People's Utah Bancorp	272,975	7,329
*	Allegiance Bancshares Inc.	201,417	7,281
	Xenith Bankshares Inc.	257,181	7,253
	Ashford Hospitality Prime Inc.	525,960	7,179
	HCI Group Inc.	177,536	7,009
	EMC Insurance Group Inc. Ares Commercial Real Estate Corp.	232,856	6,988
	Arlington Asset Investment Corp. Class A	506,179 462,362	6,950 6,852
*	PennyMac Financial Services Inc. Class A	402,302	6,845
	City Office REIT Inc.	519,471	6,841
	One Liberty Properties Inc.	271,435	6,818
*	Global Indemnity Ltd.	178,113	6,806
	American National Bankshares Inc.	195,532	6,805
	Arbor Realty Trust Inc.	911,743	6,802
*	National Commerce Corp.	183,030	6,800
	State Auto Financial Corp.	253,569	6,798
*	PICO Holdings Inc.	446,669	6,767

Ridelity & Guaranty Life				Market Value
OneBescon Insurance Group Ltd. Class A 418,138 6,711 Altisacure Partfolis Solutions A 252,727 6,711 Carolina Financial Corp. 214,105 6,5812 MoneyGram International Inc. 517,724 6,516 First Connecticut Bancorp Inc. 288,800 6,487 MST Financial Corp. 88,515 6,4605 MST Financial Corp. 88,515 6,4605 MST Financial Corp. 933,848 5,389 MST Financial Corp. 933,848 6,389 Nicolet Banchavres Inc. 933,848 6,389 Nicolet Banchavres Inc. 933,848 6,389 Nicolet Banchavres Inc. 947,246 6,240 Class A 159,578 6,303 Cherry Hill Mindragae Investment Corp. 497,246 6,240 Old Second Bancorp Inc. 937,244 6,240 Old Second Bancorp Inc. 937,244 6,240 Nicolet Bancorp Inc. 938,240 91 6,100 Nicolet Bancorp Inc. 938,240 91 91 91 Nicolet Bancorp Inc. 938,240 91 91 91 91 Nicolet Bancorp Inc. 938,240 91 91 91 91 91 91 91 9			Shares	
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Careiria Financial Corp. 5,502 6,505		OneBeacon Insurance Group Ltd. Class A	418,138	6,711
MoneyGram International Inc. 551,724 6,516 MBT Financial Corp. 268,680 6,487 MBT Financial Corp. 588,575 6,486 HarborClee Bancorp Inc. 333,3819 6,486 Dynex Capital Inc. 933,388 6,380 MIN Group Inc. Class A 199,579 6,206 MIN Group Inc. Class A 199,572 6,206 Corry Hill Mindrage In Institute Inc. 198,524 6,209 RATE Financial Corp. 563,540 6,227 Charter Financial Corp. 1831,718 6,155 WMIH Corp. 3,929,491 6,091 Bank of Marin Bancorp 97,215 6,083 Propoles Financial Services Corp. 123,499 6,091 Pacific Marin Bancorp 97,215 6,083 Propoles Financial Corp. 123,492 6,081 Robulla Bancorp Inc. 183,102 6,081	*,^		252,370	
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MBIT Financial Corp.	*	,		
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		Drive Shack Inc.	1,173,979	4,414

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		Summit Financial Group Inc.	97,574	2,686

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Mackinac Financial Corp. 63,025 849 Conifer Holdings Inc. 103,497 844 SB Financial Group Inc. 51,539 827 Hennessy Advisors Inc. 22,997 730 Provident Bancorp Inc. 40,760 730 First Guaranty Bancshares Inc. 30,460 730	*			
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Hennessy Advisors Inc. 22,997 730 Provident Bancorp Inc. 40,760 730 First Guaranty Bancshares Inc. 30,460 730		SB Financial Group Inc.	51,539	827
First Guaranty Bancshares Inc. 40,760 730				
	*			
Home Federal Bancorp Inc. 26,980 725				
		Home Federal Bancorp Inc.	26,980	725

			Market Value
		Shares	(\$000)
*	1347 Property Insurance Holdings Inc.	91,546	714
*,^	IZEA Inc.	144,706	653
*,^	Altisource Asset Management Corp.	11,228	601
*	Jason Industries Inc.	326,636	588
	Bancorp of New Jersey Inc.	42,822	578
*	Eagle Bancorp Montana Inc. FXCM Inc. Class A	25,938 70,356	547 496
	California First National Bancorp	28,965	453
*	Emergent Capital Inc.	366,873	444
*	Anchor Bancorp Inc.	14,890	405
	First Savings Financial Group Inc.	7,979	381
*	First Acceptance Corp.	340,089	354
	Melrose Bancorp Inc.	19,964	336
	Connecture Inc. United Bancshares Inc.	171,098 12,609	287 277
	US Global Investors Inc. Class A	203,281	276
	Stewardship Financial Corp.	27,139	266
	Wellesley Bank	9,400	261
*	National Holdings Corp.	93,836	252
	Pathfinder Bancorp Inc.	17,572	236
*	Bay Bancorp Inc.	34,372	227
*	Capstar Financial Holdings Inc.	8,149	179
	InterGroup Corp.	6,301	170
	WVS Financial Corp. Oxbridge Re Holdings Ltd.	11,313 23,000	167 137
	Institutional Financial Markets Inc.	102,416	122
*,^	Income Opportunity Realty Investors Inc.	12,550	92
*	Gyrodyne LLC	4,548	83
*	RMG Networks Holding Corp.	111,292	76
*,^	ZAIS Group Holdings Inc.	40,786	60
	Atlantic American Corp.	11,780	48
*	ITUS Corp.	8,580	46
*	Randolph Bancorp Inc. Unico American Corp.	2,600 1,600	42 17
	Lake Shore Bancorp Inc.	1,050	17
*	Intersections Inc.	4,274	17
	National Security Group Inc.	800	14
	Paragon Commercial Corp.	267	12
*	Vestin Realty Mortgage II Inc.	4,452	10
	Porter Bancorp Inc.	631	8
	LM Funding America Inc. Baldwin & Lyons Inc. Class A	1,700 225	7 6
*	American Realty Investors Inc.	668	3
	NorthStar Realty Europe Corp.	22	-
		<u>-</u>	102,612,418
неа	alth Care (12.2%) Johnson & Johnson	57,656,000	6,642,548
	Pfizer Inc.	128,584,313	4,176,419
	Merck & Co. Inc.	58,449,208	3,440,905
	UnitedHealth Group Inc.	20,169,939	3,227,997
	Amgen Inc.	15,786,623	2,308,162
	AbbVie Inc.	34,453,691	2,157,490
	Medtronic plc	29,348,359	2,090,484
	Bristol-Myers Squibb Co.	35,417,036	2,069,772
*	Gilead Sciences Inc. Celgene Corp.	27,919,852 16,423,272	1,999,341 1,900,994
*	Allergan plc	7,961,224	1,900,994 1,671,937
	Eli Lilly & Co.	21,046,019	1,547,935
*	Biogen Inc.	4,620,409	1,310,256
	Abbott Laboratories	31,181,236	1,197,671
	Thermo Fisher Scientific Inc.	8,361,155	1,179,759
	Aetna Inc.	7,429,060	921,278
*	Express Scripts Holding Co.	13,092,196	900,612
	Anthem Inc.	5,574,044	801,380

			Market
		Shares	Value
			(\$000)
	Stryker Corp.	6,344,487	760,133
	Becton Dickinson and Co.	4,511,558 5,434,033	746,888
	Cigna Corp. Humana Inc.	5,434,923 3,156,838	724,964
*	Boston Scientific Corp.	28,828,593	644,090 623,562
*	Regeneron Pharmaceuticals Inc.	28,828,593 1,644,512	603,684
	Zoetis Inc.	10,484,653	561,243
*	Alexion Pharmaceuticals Inc.	4,512,224	552,071
*	Intuitive Surgical Inc.	819,327	519,593
	St. Jude Medical Inc.	6,034,194	483,882
*	HCA Holdings Inc.	6,388,229	472,857
	Baxter International Inc.	10,362,620	459,479
	Zimmer Biomet Holdings Inc.	4,242,269	437,802
*	Edwards Lifesciences Corp.	4,527,416	424,219
*	Illumina Inc.	3,110,766	398,302
*	Vertex Pharmaceuticals Inc.	5,252,462	386,949
	CR Bard Inc.	1,555,698	349,503
*	Mylan NV	9,148,346	349,009
*	Incyte Corp.	3,391,160	340,032
*	BioMarin Pharmaceutical Inc.	3,659,216	303,129
	Dentsply Sirona Inc.	4,939,495	285,157
*	Laboratory Corp. of America Holdings	2,165,718	278,035
	Quest Diagnostics Inc.	2,941,973	270,367
*	Henry Schein Inc.	1,720,382	260,999
	Perrigo Co. plc	2,885,602	240,169
*	Quintiles IMS Holdings Inc.	3,122,406	237,459
*	Hologic Inc.	5,870,261	235,515
*	IDEXX Laboratories Inc.	1,898,841	222,677
*	Waters Corp.	1,619,765	217,680
*	DaVita Inc.	3,384,029	217,255
	Universal Health Services Inc. Class B	1,907,806	202,952
	Centene Corp.	3,432,516	193,971
	ResMed Inc. Cooper Cos. Inc.	2,980,513 1,027,901	184,941 179,811
*	Alkermes plc	3,216,290	178,761
*	Varian Medical Systems Inc.	1,973,044	177,140
	Envision Healthcare Corp.	2,482,196	157,098
	Teleflex Inc.	933,821	150,485
*	Align Technology Inc.	1,524,467	146,547
*	Jazz Pharmaceuticals plc	1,217,612	132,756
*	MEDNAX Inc.	1,984,338	132,276
	West Pharmaceutical Services Inc.	1,555,976	131,993
*	United Therapeutics Corp.	908,270	130,273
*	WellCare Health Plans Inc.	936,334	128,353
	STERIS plc	1,828,297	123,209
*,^	Ionis Pharmaceuticals Inc.	2,565,053	122,686
*	Mallinckrodt plc	2,280,264	113,603
*	DexCom Inc.	1,793,013	107,043
*,^	TESARO Inc.	791,558	106,449
*,^	Seattle Genetics Inc.	1,995,772	105,317
*	ABIOMED Inc.	870,308	98,066
*	Exelixis Inc.	6,087,989	90,772
	Bio-Techne Corp.	786,301	80,855
*	Bio-Rad Laboratories Inc. Class A	440,012	80,205
*	Charles River Laboratories International Inc.	995,682	75,861
*	HealthSouth Corp.	1,806,146	74,485
*	PAREXEL International Corp.	1,118,280	73,493
*	Patterson Cos. Inc.	1,783,252	73,167
*	Neurocrine Biosciences Inc.	1,853,149	71,717 71,711
*	Alere Inc. NuVasive Inc.	1,840,162 1,060,524	71,711 71,437
*	Catalent Inc.	2,636,149	71,437 71,071
*	Endo International plc	4,252,449	70,038
	Hill-Rom Holdings Inc.	1,240,474	69,640
	This Horit Florulings into.	1,240,474	03,040

CPYCO Jestin Inc.				Market
1. Massimo Corp. 1837,224 63,169 1. Team Health Holdings Inc. 1,411,838 63,144 2. ACADIA Pharmaceuticals Inc. 2,037,376 56,758 Prostige Brade Holdings Inc. 1,152,816 57,763 Allysian Pharmaceuticals Inc. 1,452,816 57,763 Healthcare Services Group Inc. 1,80,813 57,068 INC. Research Holdings Inc. Class A 1,90,943 57,068 INC. Research Holdings Inc. Class A 1,90,948 56,315 Control Medical Corp. 70,750 56,515 Horizon Pharma pic 3,408,989 55,125 Integra Life Sciences Holdings Corp. 67,731 53,144 Weight Medical Group NV 2,18,55,255 50,775 Acadia Healthcare Co. Inc. 1,151,549 50,165 Vergith Medical Group NV 2,18,55,255 50,475 All John Health Inc. 870,344 50,165 Lifebrait Health Inc. 870,344 50,165 Lifebrait Health Inc. 80,000,355 48,970 Moline Health Care Inc. 9,000,355 48,970 <			Shares	Value (\$000)
1 Team Health Hollangs Inc. 1,141,838 61,344 ACADIA Pharmaceuticals Inc. 2,037,379,687,788 88,788 Prestige Brands Holdings Inc. 1,156,655 88,022 Alnysian Pharmaceuticals Inc. 1,468,843 57,088 Healthcare Services Group Inc. 1,468,843 67,088 Healthcare Services Group Inc. 1,468,843 67,088 Healthcare Services Group Inc. 1,468,843 67,088 Literagemy All Pharmaceuticals Inc. 706,756 58,687 Herizon Pharmaceutical Corp. 827,281 58,687 Herizon Pharmaceutical Group. 827,281 58,814 Wight Medical Group NV 2,183,525 50,177 Acade Healthcare Co. Inc. 1,515,689 50,165 Nogen Corp. 90,346 50,165 Backed Corp. 1,248,891	*,^	OPKO Health Inc.	7,109,171	66,115
ACADA Pharmacouticals Inc. 2,037,376 58,752 Amylam Pharmacouticals Inc. 1,136,665 38,029 Amylam Pharmacouticals Inc. 1,542,816 57,763 INC Research Holdings Corp. 1,073,131 66,762 Ultiagravy Pharmacoutical Inc. 800,482 50,315 Hordron Pharma pic. 32,00,589 55,125 Hordron Pharma pic. 42,00,589 55,125 Iningra LifeSciences Holdings Corp. 866,853 53,485 Wight Medical Group NV 2,183,525 50,175 Acadia Healthcare Co. Inc. 1,515,649 50,165 Neogen Corp. 788,344 50,0165 Neogen Corp. 788,344 50,0165 Neogen Corp. 788,344 50,0165 Neogen Corp. 788,344 50,0165 Procisals Scriot Ling Inc. 30,00,008 48,052 Procisals Scriot Ling Inc. 30,00,008 48,047 Phall Health Sciences Inc. 30,00,009 48,047 Phall Health Sciences Inc. 30,00,009 46,000 Phal Health Sciences Inc.	*			
1. Prestage Brands Holdings Inc. 1,113,665 58,022 Halthcare Services Group Inc. 1,465,943 57,089 INCR Research Holdings Inc. 1,079,131 56,762 Ultragenyx Pharmaceutical Inc. 800,948 56,315 Canted Medical Corp. 700,750 56,515 Horizon Pharma pic. 827,283 53,615 Litragenyx Pharmaceutical Inc. 827,283 53,615 Lond Medical Corp. 700,750 56,515 Horizon Pharma pic. 827,283 53,615 Litragenyx Pharmaceutical Inc. 827,283 53,611 Integral Litragenyx Pharmaceutical Inc. 827,283 50,177 Noncert State Pharmaceutical Inc. 7,783,344 50,051 Noncert State Pharmaceutical Inc. 900,326 49,051 Noncert State Pharmaceutical Inc. 900,326 49,652 Brookfalls Service Pharmaceutical Inc. 900,326 48,652 Brookfalls Service State Inc. 3,66,852 40,553 Brookfalls Service State Inc. 3,68,652 40,553 Brookfalls Script State Inc. 3,68,652				
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1 Utragenyx Pharmaceutoal Inc. 809,48 56,315 1 Horizon Pharma plc 3,406,989 55,657 1 Horizon Pharma plc 3,406,989 55,125 1 Bluebird Bio Inc. 806,853 53,848 1 Wight Madical Group NV 2,883,255 50,177 2 Acade Healthcare Co. Inc. 1,515,494 50,168 3 Neegen Corp. 758,344 50,051 4 Life-Fort Health Inc. 90,326 48,905 4 Molan Healthcare Inc. 90,326 48,802 8 Rockfalls Sanior Living Inc. 3,200,327 48,992 9 Bruker Corp. 2,43,286 47,512 1 Insult Corp. 1,41,822 48,526 1 Insult Corp. 1,81,833 46,526 1 Insult Corp. 1,80,402 48,526 1 Insult Corp. 1,80,402 48,575 1 Insult Corp. 1,80,402 48,575 1 Insult Corp. <td>*</td> <td></td> <td></td> <td></td>	*			
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1. Molina Healthcare Inc. 900,326 48,852 2. Brookfalds Semior Living Inc. 3,920,367 48,681 3. Medicines Co. 1,418,889 48,157 2. PAR Health Sciences Inc. 2,243,265 47,514 Owene & Minor Inc. 3,618,880 46,880 Owene & Minor Inc. 3,811,999 45,804 Insulet Corp. 1,214,182 45,750 I CU Medical Inc. 309,901 45,664 VWR Corp. 1,083,070 43,539 I Insulet Corp. 1,083,070 43,539 I Insulet Corp. 1,083,070 43,539 I Haemonetics Corp. 1,083,070 43,539 I Insule The American Science Inc. 402,008 40,848 A Kary Inc. 1,868,548 40,790 Nexter Therapeutics linc. 402,008 40,848 A Kary Inc. 1,868,548 40,790 Nexter Therapeutics linc. 30,967 38,264 I Intercept Pharmaceuticals Inc. 30,967 38,364 I Mayor Corp. 50,617 38,264	*			
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* Aerie Pharmaceuticals Inc. 683,445 25,868 * Amedisys Inc. 597,855 25,487 * Supernus Pharmaceuticals Inc. 996,377 25,159 * Tenet Healthcare Corp. 1,684,616 25,000 * AMAG Pharmaceuticals Inc. 717,694 24,976 * Myriad Genetics Inc. 1,464,887 24,420	*,^			
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* Supernus Pharmaceuticals Inc. 996,377 25,159 * Tenet Healthcare Corp. 1,684,616 25,000 * AMAG Pharmaceuticals Inc. 717,694 24,976 * Myriad Genetics Inc. 1,464,887 24,420	*			
* Tenet Healthcare Corp. 1,684,616 25,000 * AMAG Pharmaceuticals Inc. 717,694 24,976 * Myriad Genetics Inc. 1,464,887 24,420	*			
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* Myriad Genetics Inc. 1,464,887 24,420	*	·		
* Pacira Pharmaceuticals Inc. 755,205 24,393	*			24,420
	*	Pacira Pharmaceuticals Inc.	755,205	24,393

			Market
		Shares	Value
_	0		(\$000)
*,^	Omnicell Inc. Spark Therapeutics Inc.	714,367 485,140	24,217 24,209
,	CONMED Corp.	547,644	24,209
*	Emergent BioSolutions Inc.	719,472	23,627
	Abaxis Inc.	447,079	23,592
*,^	Halozyme Therapeutics Inc.	2,363,700	23,353
*	Depomed Inc.	1,289,353	23,234
*	Merit Medical Systems Inc.	867,972	23,001
*	Momenta Pharmaceuticals Inc.	1,523,043	22,922
*	Natus Medical Inc.	658,341	22,910
*	Air Methods Corp.	719,159	22,905
	FibroGen Inc.	1,067,525	22,845
•	Cynosure Inc. Class A	495,658	22,602
*,^	Ensign Group Inc.	1,003,286 899,864	22,283 22,047
*	Spectranetics Corp. Synergy Pharmaceuticals Inc.	3,619,193	22,047
	Analogic Corp.	263,660	21,871
*	Repligen Corp.	707,161	21,795
*	Xencor Inc.	820,893	21,606
*	Impax Laboratories Inc.	1,576,593	20,890
*	Puma Biotechnology Inc.	659,569	20,249
*	Vascular Solutions Inc.	347,522	19,496
*,^	TherapeuticsMD Inc.	3,335,787	19,248
*,^	Alder Biopharmaceuticals Inc.	893,726	18,590
*,^	MiMedx Group Inc.	2,058,058	18,234
*	Acorda Therapeutics Inc.	966,711	18,174
*,^	Innoviva Inc.	1,635,020	17,495
	US Physical Therapy Inc.	246,689	17,318
	Insmed Inc.	1,291,964	17,093
*	Dermira Inc.	555,613 913,960	16,852
*	Luminex Corp. Cardiovascular Systems Inc.	813,860 670,219	16,464 16,226
*	Acceleron Pharma Inc.	631,615	16,119
*	Vanda Pharmaceuticals Inc.	1,002,665	15,993
*	Healthways Inc.	684,771	15,579
	Meridian Bioscience Inc.	878,960	15,558
*	PharMerica Corp.	611,873	15,389
	Atrion Corp.	30,204	15,319
*,^	Eagle Pharmaceuticals Inc.	192,868	15,302
*	Amicus Therapeutics Inc.	3,038,976	15,104
*	Glaukos Corp.	433,223	14,860
*	LHC Group Inc.	322,858	14,755
*	Retrophin Inc.	778,616	14,739
*,^	National HealthCare Corp.	194,426	14,736
*	Lannett Co. Inc. Anika Therapeutics Inc.	667,600 292,302	14,721 14,311
*,^	Coherus Biosciences Inc.	504,563	14,203
*	MacroGenics Inc.	682,934	13,959
*,^	Avexis Inc.	289,499	13,818
*	Blueprint Medicines Corp.	478,675	13,427
*	Amphastar Pharmaceuticals Inc.	728,681	13,422
*,^	ZIOPHARM Oncology Inc.	2,490,571	13,325
	Kindred Healthcare Inc.	1,696,555	13,318
*	Orthofix International NV	366,937	13,276
*	K2M Group Holdings Inc.	656,437	13,155
*	HealthStream Inc.	523,152	13,105
	AtriCure Inc.	666,275	13,039
*	Community Health Systems Inc.	2,279,296	12,741
*	Progenics Pharmaceuticals Inc. GenMark Diagnostics Inc.	1,469,052 1,034,108	12,693 12,657
*	Corcept Therapeutics Inc.	1,034,108 1,733,730	12,657
*	BioTelemetry Inc.	556,003	12,587
*	NeoGenomics Inc.	1,435,960	12,306
*	CryoLife Inc.	640,421	12,264
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			Market
		Shares	Value (\$000)
*,^	Lexicon Pharmaceuticals Inc.	876,363	12,120
*	Quidel Corp.	556,135	11,912
*,^	Accelerate Diagnostics Inc.	559,392	11,607
*	Genomic Health Inc.	381,206	11,204
*	Cytokinetics Inc.	920,131	11,180
*	AngioDynamics Inc.	662,232	11,172
*,^	Merrimack Pharmaceuticals Inc.	2,574,118	10,502
*,^	Enanta Pharmaceuticals Inc.	312,515	10,469
*	Ardelyx Inc.	733,157	10,411
*	Intra-Cellular Therapies Inc. Class A	679,890	10,260
*	Epizyme Inc.	842,227	10,191
*,^	Keryx Biopharmaceuticals Inc.	1,737,331	10,181
*	ANI Pharmaceuticals Inc.	166,165	10,073
	SciClone Pharmaceuticals Inc.	931,546	10,061
*,^	Inovio Pharmaceuticals Inc.	1,446,159	10,036
*,^	Universal American Corp.	1,002,853	9,978
*	Albany Molecular Research Inc.	529,789	9,939
*	Achillion Pharmaceuticals Inc.	2,386,414 516,746	9,856 9,829
*,^	Flexion Therapeutics Inc. Cerus Corp.	2,233,123	9,829
*	Triple-S Management Corp. Class B	467,641	9,680
*	OraSure Technologies Inc.	1.094.246	9,607
*,^	Endologix Inc.	1,667,658	9,539
*,^	Loxo Oncology Inc.	295,027	9,475
*	Aclaris Therapeutics Inc.	347,009	9,418
*	Capital Senior Living Corp.	583,605	9,367
*,^	Heron Therapeutics Inc.	704,465	9,229
*	BioCryst Pharmaceuticals Inc.	1,452,180	9,192
*	Heska Corp.	127,220	9,109
*,^	Aimmune Therapeutics Inc.	440,723	9,013
*,^	Teladoc Inc.	544,624	8,986
*,^	Lion Biotechnologies Inc.	1,285,885	8,937
*,^	Revance Therapeutics Inc.	429,895	8,899
*,^	CoLucid Pharmaceuticals Inc.	235,320	8,566
*,^	Omeros Corp.	848,938	8,421
*	REGENXBIO Inc.	445,365	8,262
*	Almost Family Inc.	185,824	8,195
*,^	Global Blood Therapeutics Inc.	565,795	8,176
	Invacare Corp.	613,609	8,008
*,^	Achaogen Inc.	610,628	7,950
*	NanoString Technologies Inc.	354,684	7,909
*,^	Celldex Therapeutics Inc.	2,137,785	7,568
*	Otonomy Inc.	472,511	7,513
*,^	Immunomedics Inc.	2,045,575	7,507
*	Accuray Inc.	1,620,010	7,452
*	PTC Therapeutics Inc.	681,864	7,439
	LeMaitre Vascular Inc.	292,738	7,418
*	CorVel Corp.	202,343	7,406
	Arena Pharmaceuticals Inc.	5,112,192	7,259
*,^	Novavax Inc.	5,756,947	7,254
	PDL BioPharma Inc.	3,418,090	7,246
*,^	Novocure Ltd.	916,783	7,197
*	STAAR Surgical Co. Curis Inc.	659,118 2,298,786	7,151 7,080
*,^	Aduro Biotech Inc.	619,537	7,060
*,^	Sucampo Pharmaceuticals Inc. Class A	520,254	7,063 7,049
*	Versartis Inc.	466,191	6,946
*	Antares Pharma Inc.	2,955,714	6,887
*	Surmodics Inc.	269,468	6,845
*,^	Geron Corp.	3,303,991	6,839
*	Karyopharm Therapeutics Inc.	720,161	6,770
*,^	Organovo Holdings Inc.	1,969,550	6,677
*,^	Pacific Biosciences of California Inc.	1,738,197	6,605
*	Surgery Partners Inc.	414,087	6,563
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			Market Value
		Shares	(\$000)
*,^	Bellicum Pharmaceuticals Inc.	481,109	6,553
*,^	Editas Medicine Inc.	403,508	6,549
*,^	Medpace Holdings Inc. Rockwell Medical Inc.	179,778 986,171	6,485
*	Intersect ENT Inc.	531,238	6,459 6,428
*	Agenus Inc.	1,555,992	6,411
*	Natera Inc.	540,737	6,332
*	Akebia Therapeutics Inc.	607,265	6,322
*,^	Corbus Pharmaceuticals Holdings Inc.	744,904	6,294
*	Civitas Solutions Inc.	305,684	6,083
*,^	Collegium Pharmaceutical Inc.	390,345	6,078
*	Zogenix Inc.	492,110	5,979
*,^	Minerva Neurosciences Inc.	501,377	5,891
*,^	Teligent Inc.	890,203	5,884
*	Spectrum Pharmaceuticals Inc.	1,319,702	5,846
* .	AxoGen Inc.	644,881	5,804
*,^	Insys Therapeutics Inc.	622,935	5,731
*	Adamas Pharmaceuticals Inc. Exactech Inc.	332,937 201,464	5,627 5,500
	Utah Medical Products Inc.	75,141	5,300 5,467
*,^	ConforMIS Inc.	670,178	5,428
*	BioSpecifics Technologies Corp.	97.325	5,421
*,^	Advaxis Inc.	756,031	5,413
*	Enzo Biochem Inc.	773,112	5,365
*	Addus HomeCare Corp.	153,052	5,364
*	Paratek Pharmaceuticals Inc.	346,115	5,330
*	Aratana Therapeutics Inc.	725,112	5,206
*	Atara Biotherapeutics Inc.	365,179	5,186
*	La Jolla Pharmaceutical Co.	285,899	5,012
*,^	BioTime Inc.	1,386,571	5,006
*,^	Invitae Corp.	623,559	4,951
*	NewLink Genetics Corp.	466,694	4,798
*,^	Foundation Medicine Inc.	269,612	4,772
*,^	Rigel Pharmaceuticals Inc.	1,993,937	4,746
*	Sorrento Therapeutics Inc. ChemoCentryx Inc.	958,302 632,749	4,696 4,682
*	Cutera Inc.	267,094	4,634
*	American Renal Associates Holdings Inc.	216,586	4,609
*	Fluidigm Corp.	627,848	4,571
*	Trevena Inc.	767,965	4,516
*	Edge Therapeutics Inc.	359,777	4,497
*	CytomX Therapeutics Inc.	397,067	4,364
*	MyoKardia Inc.	335,242	4,341
*	Quorum Health Corp.	590,419	4,292
*	Sangamo BioSciences Inc.	1,391,399	4,244
*	Seres Therapeutics Inc.	412,625	4,085
	Protagonist Therapeutics Inc.	185,600	4,081
*,^	Esperion Therapeutics Inc.	323,919	4,055
*	MannKind Corp.	6,306,828	4,016
*,^	Lantheus Holdings Inc. MediciNova Inc.	462,939 650,207	3,981 3,921
*,^	Intellia Therapeutics Inc.	298,649	3,915
*,^	Idera Pharmaceuticals Inc.	2,607,756	3,913
*	RadNet Inc.	604.762	3,901
*	Audentes Therapeutics Inc.	210,772	3,851
*,^	ImmunoGen Inc.	1,879,282	3,834
*,^	XBiotech Inc.	373,154	3,776
*	Veracyte Inc.	482,611	3,735
*	Chimerix Inc.	810,753	3,729
*	Stemline Therapeutics Inc.	348,272	3,727
*,^	Cara Therapeutics Inc.	395,999	3,679
*	Assembly Biosciences Inc.	302,456	3,675
*	OncoMed Pharmaceuticals Inc.	469,476	3,620
-	Novan Inc.	133,930	3,619

Concert Pharmaceusical Inc.				Market
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Clearaide Biomedical Inc. 376,509 3,366 Aavi Ganoriii Medicine Inc. 634,382 3,286 Nantkwest Inc. 572,884 3,277 Ophthote Corp. 673,983 3,254 Vivyagar Therapeutics Inc. 264,883 3,242 Digrad Corp. 86,989 3,263 R IT Surgical Inc. 980,900 3,261 I Pharmachine Inc. 986,733 3,202 I gryla Inc. 600,009 3,181 Pharmachine Inc. 98,733 3,148 Oculus Therapeutik Inc. 365,932 3,063 Aravex Life Sciences Corp. 764,285 3,027 Proteck Inc. 325,669 2,964 Petraphase Pharmaceuticals Inc. 70,540 2,944 Testaphase Pharmaceuticals Inc. 70,540 2,944 Protectial Corp. 19,339 2,377 Protectial Corp. 19,339 2,377 Protectial Corp. 19,339 2,374 Protectial Corp. 19,339 2,374 Corpus Inc. 2,131,145	*,^	TG Therapeutics Inc.	749,917	3,487
Assi Genomic Medicinie Inc. 572,884 3,276	*			
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*^ Sophiris Bio Inc. 548,430 1,536	*,^			
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			Market
		Shares	Value (\$000)
*,^	Fortress Biotech Inc.	559,887	1,512
*,^	Osiris Therapeutics Inc.	307,407	1,509
*	Agile Therapeutics Inc.	259,723	1,480
*,^	Navidea Biopharmaceuticals Inc.	2,346,720	1,475
*	Axsome Therapeutics Inc.	208,908	1,410
*	Dimension Therapeutics Inc.	322,496	1,403
*,^	Senseonics Holdings Inc.	520,900	1,391
*,^	Juniper Pharmaceuticals Inc.	239,881	1,343
^	Tenax Therapeutics Inc.	670,313 324,075	1,307
*,^	Ekso Bionics Holdings Inc.	324,075	1,290
*,^	Adamis Pharmaceuticals Corp. ContraVir Pharmaceuticals Inc.	408,783 1,060,916	1,288 1,273
*	pSivida Corp.	699,532	1,273
*,^	ViewRay Inc.	369,163	1,155
*	Kindred Biosciences Inc.	261,521	1,111
*	SeaSpine Holdings Corp.	139,932	1,105
*,^	Biolase Inc.	782,521	1,096
*	Eiger BioPharmaceuticals Inc.	93,838	1,093
*	Palatin Technologies Inc.	2,069,790	1,055
*	Zafgen Inc.	330,152	1,050
*	OvaScience Inc.	672,993	1,030
*	Mirati Therapeutics Inc.	214,806	1,020
*	Aptevo Therapeutics Inc.	410,439	1,001
*,^	Sientra Inc.	116,485	992
*,^	ContraFect Corp.	562,432	984
*	Vericel Corp.	324,459	973
*,^	iRadimed Corp.	87,565	972
*	iRhythm Technologies Inc.	32,239	967
*	Cumberland Pharmaceuticals Inc.	174,158	958
*	Sunesis Pharmaceuticals Inc.	262,053	949
*	Invuity Inc.	164,239	944
*	Aviragen Therapeutics Inc.	765,807	942
*	SCYNEXIS Inc.	279,836	893
*,^	BrainStorm Cell Therapeutics Inc.	345,909	879
*,^	CorMedix Inc.	573,435	877
	Inotek Pharmaceuticals Corp.	142,704	871
	Fate Therapeutics Inc.	344,044	864
*	Span-America Medical Systems Inc. Oncobiologics Inc.	46,312	845
*,^	Alimera Sciences Inc.	275,848 765,933	830 827
*	Flex Pharma Inc.	765,933 149,915	792
*	InfuSystem Holdings Inc.	309,333	789
*,^	Corium International Inc.	193,046	784
*	Calithera Biosciences Inc.	239,944	780
*,^	Conatus Pharmaceuticals Inc.	141,976	748
*,^	VBI Vaccines Inc.	241,319	748
*,^	Corindus Vascular Robotics Inc.	1,065,903	744
*	CareDx Inc.	274,549	741
*	vTv Therapeutics Inc. Class A	150,518	727
*	Misonix Inc.	67,638	707
*,^	Unilife Corp.	306,133	704
*,^	Ampio Pharmaceuticals Inc.	762,451	686
*,^	Repros Therapeutics Inc.	511,083	675
*,^	Actinium Pharmaceuticals Inc.	761,144	666
*,^	Egalet Corp.	86,983	665
*	CAS Medical Systems Inc.	412,750	665
*,^	Anthera Pharmaceuticals Inc.	949,565	616
*,^	NanoViricides Inc.	566,452	606
*	Ra Pharmaceuticals Inc.	39,693	603
	Verastem Inc.	537,319	602
*,^	Obalon Therapeutics Inc.	66,929	592
*,^	Trovagene Inc.	281,797	592
*	ADMA Biologics Inc.	113,943	583
	Madrigal Pharmaceuticals Inc.	38,527	574

			Market Value
		Shares	(\$000)
*,^	Ohr Pharmaceutical Inc.	380,923	571
*	AVEO Pharmaceuticals Inc.	1,031,501	557 540
*,^	Aldeyra Therapeutics Inc. KemPharm Inc.	102,570 184,183	549 543
*	Immune Design Corp.	98,402	541
	Daxor Corp.	66,468	538
*,^	Tracon Pharmaceuticals Inc.	108,586	532
*	IsoRay Inc.	900,205	522
*,^	Fibrocell Science Inc.	802,852	506
*,^	Pain Therapeutics Inc.	880,267	502
*	Threshold Pharmaceuticals Inc.	1,115,776	492
*	Five Star Quality Care Inc.	180,143	486
*,^	Vermillion Inc.	504,917	480
*,^	Neuralstem Inc.	1,710,759	472
*,^	XOMA Corp.	108,693	459
*	AdCare Health Systems Inc.	309,348	452
	Cymabay Therapeutics Inc. Diversicare Healthcare Services Inc.	258,141	447 442
*,^	aTyr Pharma Inc.	42,483 200.968	432
*,^	Reata Pharmaceuticals Inc. Class A	19,732	431
*	Cogentix Medical Inc.	209,595	421
*,^	CytRx Corp.	1,128,662	420
*	Catabasis Pharmaceuticals Inc.	112,834	407
*,^	Immune Pharmaceuticals Inc.	2,207,433	402
*	Wright Medical Group Inc. CVR Exp. 12/31/2049	288,011	380
*,^	Second Sight Medical Products Inc.	186,783	368
*,^	OncoSec Medical Inc.	292,978	360
*	MGC Diagnostics Corp.	46,649	359
*	Alphatec Holdings Inc.	109,998	353
*	Oncocyte Corp.	46,753	330
*	Imprimis Pharmaceuticals Inc.	129,279	323
^	Sonoma Pharmaceuticals Inc.	63,391	320
^	Pernix Therapeutics Holdings Inc.	145,510	282
*,^	iBio Inc.	695,887	275
*,^	Adverum Biotechnologies Inc. Evoke Pharma Inc.	86,265 122,519	250 248
*,^	Aethlon Medical Inc.	58,207	244
*	Pulse Biosciences Inc.	37,130	241
*,^	Chiasma Inc.	120,825	236
*	CASI Pharmaceuticals Inc.	203,062	234
*,^	Proteon Therapeutics Inc.	120,924	230
*,^	Synthetic Biologics Inc.	288,520	220
*	Vical Inc.	93,764	216
*	Viking Therapeutics Inc.	180,700	215
*,^	Orexigen Therapeutics Inc.	114,777	200
*,^	Cerulean Pharma Inc.	281,559	199
*	Mirna Therapeutics Inc.	110,371	199
*	Joint Corp.	70,775	188
*	ImmuCell Corp. Ritter Pharmaceuticals Inc.	31,066	185
*	Biostage Inc.	68,184 206,222	185 184
*	Alliqua BioMedical Inc.	308,139	182
*	TearLab Corp. Class A	351,759	179
	GTx Inc.	33,383	176
*,^	Galectin Therapeutics Inc.	178,655	175
*	Retractable Technologies Inc.	177,584	165
*,^	Tokai Pharmaceuticals Inc.	168,149	164
*	ARCA biopharma Inc.	56,421	161
*,^	Cyclacel Pharmaceuticals Inc.	29,908	158
*	Aeglea BioTherapeutics Inc.	36,160	157
*,^	Caladrius Biosciences Inc.	53,621	152
*	Electromed Inc.	38,975	151
	Dicerna Pharmaceuticals Inc.	50,890	147
*	HTG Molecular Diagnostics Inc.	62,008	139

			Market Value
		Shares	(\$000)
*,^	OncoGenex Pharmaceuticals Inc.	268,324	134
*	Dextera Surgical Inc.	132,288	127
*,^	Hemispherx Biopharma Inc. KalVista Pharmaceuticals Inc.	183,002 16,033	126
*,^	Tandem Diabetes Care Inc.	48,830	113 105
	PhaseRx Inc.	67,478	105
*,^	Presbia plc	29,300	102
٨	Novelion Therapeutics Inc.	11,869	100
*	Capricor Therapeutics Inc.	35,961	96
*	Cancer Genetics Inc.	70,693	95
*	Aradigm Corp. Windtree Therapeutics Inc.	50,300	80 77
*	Celsion Corp.	61,982 243,540	77 76
*,^	BioLife Solutions Inc.	45,286	73
*	Apricus Biosciences Inc.	53,785	70
*,^	EyeGate Pharmaceuticals Inc.	42,337	69
*,^	Cytori Therapeutics Inc.	44,642	67
*,^	Biocept Inc.	85,506	66
*,^	Amedica Corp.	89,379	56
*,^ *,^	BioPharmX Corp. Arcadia Biosciences Inc.	144,970	54 54
*	Cleveland BioLabs Inc.	58,253 35,225	54 50
*	Zosano Pharma Corp.	64,011	50 50
*	Acura Pharmaceuticals Inc.	61,759	47
*	Arrhythmia Research Technology Inc.	12,440	47
*,^	ASTERIAS BIOTHERAPEUTICS INC WARRANTS EXP 2/15/2017	52,036	28
*	Bellerophon Therapeutics Inc.	53,719	28
*	Pro-Dex Inc.	6,000	28
*	Milestone Scientific Inc.	18,945	26
*,^	MEI Pharma Inc. Tonix Pharmaceuticals Holding Corp.	15,989 46,320	23 22
*	ImmunoCellular Therapeutics Ltd.	10,552	22
*,^	Cerecor Inc.	20,749	18
*	OpGen Inc.	14,550	17
*,^	Nobilis Health Corp.	7,679	16
*	Gemphire Therapeutics Inc.	1,600	13
	Viveve Medical Inc.	2,422	12
*,^	Histogenics Corp. Medovex Corp.	5,370 5,693	9
*,^	Marinus Pharmaceuticals Inc.	5,093 5,791	6
^	Spring Bank Pharmaceuticals Inc.	596	5
*	Ocera Therapeutics Inc.	1,183	2
*	Onconova Therapeutics Inc.	488	1
	Biomerica Inc.	400	1
*	Infinity Pharmaceuticals Inc.	300	_
	Galena Biopharma Inc Warrants Expire 3/18/2020	157,500	
Ind	ustrials (12.9%)		60,970,360
iiia	General Electric Co.	187,373,784	5,921,012
	3M Co.	12,749,834	2,276,738
	Boeing Co.	12,421,412	1,933,765
	Honeywell International Inc.	16,134,074	1,869,132
	Union Pacific Corp.	17,448,454	1,809,056
	United Technologies Corp. United Parcel Service Inc. Class B	15,702,725 14,577,024	1,721,333
	Accenture plc Class A	14,577,924 13,153,758	1,671,213 1,540,700
	Lockheed Martin Corp.	5,271,465	1,317,550
	Caterpillar Inc.	12,373,665	1,147,534
	Danaher Corp.	13,172,970	1,025,384
*	PayPal Holdings Inc.	24,286,187	958,576
	General Dynamics Corp.	5,493,892	948,575
	FedEx Corp.	5,060,428 0,104,761	942,252
	Automatic Data Processing Inc. Raytheon Co.	9,104,761 6,227,115	935,787 884,250
	naythoon co.	0,227,110	004,200

			Market
		Shares	Value (\$000)
	Northrop Grumman Corp.	3,738,907	869,595
	Illinois Tool Works Inc.	6,704,264	821,004
	Johnson Controls International plc	19,817,144	816,268
	Emerson Electric Co.	13,630,443	759,897
	CSX Corp.	19,833,934	712,633
	Norfolk Southern Corp.	6,187,364	668,668
	Waste Management Inc.	9,386,618	665,605
	Deere & Co.	6,322,170	651,436
	Eaton Corp. plc	9,624,352	645,698
	Fidelity National Information Services Inc.	6,937,207	524,730
*	TE Connectivity Ltd. Fisery Inc.	7,532,304 4,648,404	521,838 494,032
	Cummins Inc.	3,567,039	494,032 487,507
	PACCAR Inc.	7,424,449	474,422
	Sherwin-Williams Co.	1,672,653	449,509
	Amphenol Corp. Class A	6,541,564	439,593
	Paychex Inc.	6,864,698	417,923
	Ingersoll-Rand plc	5,460,838	409,781
	Parker-Hannifin Corp.	2,847,572	398,660
	Roper Technologies Inc.	2,148,381	393,326
	Rockwell Automation Inc.	2,739,864	368,238
	Fortive Corp.	6,586,363	353,227
	Vulcan Materials Co.	2,816,497	352,485
	Agilent Technologies Inc.	6,897,395	314,245
	Martin Marietta Materials Inc.	1,340,569	296,976
	Republic Services Inc. Class A	5,110,355	291,546
	Waste Connections Inc. Fastenal Co.	3,702,044	290,944
*	FleetCor Technologies Inc.	6,115,320 1,960,824	287,298 277,496
	Ball Corp.	3,691,114	277,490
	WestRock Co.	5,323,772	270,288
	Alliance Data Systems Corp.	1,168,802	267,071
	TransDigm Group Inc.	1,071,313	266,714
*	Verisk Analytics Inc. Class A	3,216,846	261,111
	Rockwell Collins Inc.	2,749,784	255,070
^	WW Grainger Inc.	1,079,869	250,800
	Textron Inc.	5,145,597	249,870
	Dover Corp.	3,285,925	246,214
*	AMETEK Inc.	4,929,814	239,589
*	Mettler-Toledo International Inc.	560,203	234,479
	Global Payments Inc.	3,254,600	225,902
	L-3 Communications Holdings Inc. CH Robinson Worldwide Inc.	1,475,048	224,370
	Masco Corp.	3,028,338 7,009,380	221,856 221,637
	Acuity Brands Inc.	930,787	214,881
	Cintas Corp.	1,768,112	204,323
	Expeditors International of Washington Inc.	3,845,362	203,650
*	Vantiv Inc. Class A	3,324,346	198,198
	Kansas City Southern	2,288,283	194,161
	Pentair plc Pentai	3,458,202	193,901
*	United Rentals Inc.	1,793,335	189,340
	Sealed Air Corp.	4,162,975	188,749
	Xylem Inc.	3,787,218	187,543
	JB Hunt Transport Services Inc.	1,906,059	185,021
*	Huntington Ingalls Industries Inc.	991,737	182,668
-	HD Supply Holdings Inc.	4,249,856	180,661
	Fortune Brands Home & Security Inc.	3,269,675 3,501,515	174,797 171,670
	Total System Services Inc. Packaging Corp. of America	3,501,515 1,993,532	171,679 169,091
	Broadridge Financial Solutions Inc.	2,505,052	166,085
	Xerox Corp.	18,233,335	159,177
*	Trimble Inc.	5,277,345	159,112
	Valspar Corp.	1,510,976	156,552
*	Crown Holdings Inc.	2,957,510	155,476
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			Market
		Shares	Value (\$000)
	Fluor Corp.	2,950,516	154,961
	Spirit AeroSystems Holdings Inc. Class A	2,930,310	152,592
	Carlisle Cos. Inc.	1,368,243	150,904
	Wabtec Corp.	1,813,121	150,525
	AO Smith Corp.	3,143,567	148,848
	Jack Henry & Associates Inc.	1,671,594	148,404
*	Jacobs Engineering Group Inc.	2,591,813	147,733
	IDEX Corp.	1,608,215	144,836
*	Sensata Technologies Holding NV	3,624,155	141,161
*	Stericycle Inc.	1,800,328	138,697
*	Arrow Electronics Inc.	1,932,061	137,756
	Hubbell Inc. Class B	1,174,359	137,048
	Lennox International Inc.	864,761	132,455
*	Flowserve Corp. Keysight Technologies Inc.	2,753,044 3,616,687	132,284 132,262
	Macquarie Infrastructure Corp.	1,617,292	132,133
*	CoStar Group Inc.	690,433	130,140
	Allegion plc	2,028,832	129,845
	ManpowerGroup Inc.	1,450,468	128,903
	B/E Aerospace Inc.	2,139,590	128,782
	Avnet Inc.	2,699,997	128,547
*	Old Dominion Freight Line Inc.	1,492,257	128,021
	Robert Half International Inc.	2,616,704	127,643
	Owens Corning	2,433,890	125,491
*	Berry Plastics Group Inc.	2,572,205	125,344
	Toro Co.	2,214,759	123,916
	PerkinElmer Inc.	2,319,836	120,979
*	MDU Resources Group Inc.	4,133,468	118,920
	AECOM Donaldson Co. Inc.	3,264,091 2,818,692	118,682 118,611
	Nordson Corp.	1,057,108	118,449
	Sonoco Products Co.	2,140,500	112,804
	Cognex Corp.	1,712,929	108,977
	Orbital ATK Inc.	1,241,918	108,953
	Booz Allen Hamilton Holding Corp. Class A	2,998,279	108,148
*	Quanta Services Inc.	3,069,417	106,969
*	First Data Corp. Class A	7,464,681	105,924
	FLIR Systems Inc.	2,916,233	105,538
	Allison Transmission Holdings Inc.	3,068,272	103,370
	Oshkosh Corp.	1,574,000	101,696
*,^	XPO Logistics Inc.	2,339,106	100,956
	Hexcel Corp.	1,956,233	100,629
	Lincoln Electric Holdings Inc. AptarGroup Inc.	1,293,944 1,340,321	99,207 98,447
	Graco Inc.	1,181,317	98,156
	Bemis Co. Inc.	2,005,719	95,913
	Eagle Materials Inc.	967,282	95,306
*	Zebra Technologies Corp.	1,061,881	91,067
	EMCOR Group Inc.	1,285,680	90,975
*	WEX Inc.	812,274	90,650
*	Genesee & Wyoming Inc. Class A	1,298,360	90,119
	Trinity Industries Inc.	3,211,318	89,146
	MSC Industrial Direct Co. Inc. Class A	952,907	88,039
	AGCO Corp.	1,470,193	85,065
	CLARCOR Inc.	1,027,842	84,766
	Graphic Packaging Holding Co.	6,743,272	84,156
	Ryder System Inc. Curtiss-Wright Corp.	1,125,905 843,658	83,812 82,982
	Jabil Circuit Inc.	3,443,132	82,982 81,499
*	Teledyne Technologies Inc.	656,382	80,735
	Watsco Inc.	544,926	80,714
	Woodward Inc.	1,162,286	80,256
	BWX Technologies Inc.	1,960,704	77,840
	Landstar System Inc.	896,096	76,437

			Market
			Value
		Shares	(\$000)
	MAXIMUS Inc.	1,368,474	76,347
	National Instruments Corp.	2,474,259	76,257
	Crane Co.	1,053,731	75,995
*	Euronet Worldwide Inc.	1,044,661	75,665
	Deluxe Corp.	1,035,630	74,161
*	ITT Inc. Genpact Ltd.	1,899,301 3,001,400	73,256 73,054
*	IPG Photonics Corp.	734,198	73,034
*	Kirby Corp.	1,089,504	72,452
	Littelfuse Inc.	476,435	72,309
	Air Lease Corp. Class A	2,099,197	72,065
*	Coherent Inc.	514,885	70,737
	EnerSys	898,267	70,155
*	CoreLogic Inc.	1,869,333	68,848
	Terex Corp.	2,181,404	68,780
	World Fuel Services Corp.	1,488,531	68,338
*	Chicago Bridge & Iron Co. NV	2,132,727	67,714
	WESCO International Inc. Belden Inc.	1,000,413 889,847	66,577 66,534
	Regal Beloit Corp.	956,732	66,254
	HEICO Corp. Class A	972,613	66,040
*	Colfax Corp.	1,836,799	65,996
	Valmont Industries Inc.	455,450	64,173
*	USG Corp.	2,146,806	62,000
*	Clean Harbors Inc.	1,083,366	60,289
*	Owens-Illinois Inc.	3,445,926	59,994
*	TransUnion	1,932,123	59,761
	Timken Co.	1,493,380	59,287
	Joy Global Inc.	2,074,316	58,081
*	Sanmina Corp.	1,556,711	57,053
*	Generac Holdings Inc.	1,400,120	57,041
*	Louisiana-Pacific Corp. WageWorks Inc.	3,009,848 775,044	56,976 56,191
*	Esterline Technologies Corp.	619,721	55,279
	GATX Corp.	871,633	53,675
*	MasTec Inc.	1,378,322	52,721
	Kennametal Inc.	1,675,624	52,380
*	Cardtronics plc Class A	954,121	52,066
	Tetra Tech Inc.	1,200,593	51,806
	Barnes Group Inc.	1,080,815	51,252
	KBR Inc.	3,042,105	50,773
	John Bean Technologies Corp.	590,440	50,748
*	Itron Inc.	805,661	50,636
*,^	Universal Display Corp.	896,345	50,464
*	KLX Inc. Anixter International Inc.	1,109,734 592,911	50,060 48,055
	Mueller Industries Inc.	1,201,737	48,021
*	Summit Materials Inc. Class A	1,969,168	46,847
٨	Silgan Holdings Inc.	899,687	46,046
	Vishay Intertechnology Inc.	2,829,637	45,840
	MSA Safety Inc.	660,269	45,776
	Applied Industrial Technologies Inc.	768,268	45,635
*,^	Cimpress NV	497,833	45,606
	ABM Industries Inc.	1,116,167	45,584
*	Moog Inc. Class A	690,450	45,349
*	On Assignment Inc.	1,024,816	45,256
	Granite Construction Inc.	821,203	45,166
	UniFirst Corp.	313,882	45,089 44,803
	Knight Transportation Inc.	1,355,588	44,802
*	Convergys Corp. RBC Bearings Inc.	1,823,655 470,004	44,789 43,621
*	Masonite International Corp.	659,621	43,403
	Mueller Water Products Inc. Class A	3,224,081	42,913
	Universal Forest Products Inc.	418,107	42,722
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		Market Value
	Shares	(\$000)
LifeLock Inc.	1,762,784	42,166
Rexnord Corp.	2,147,215	42,064
CEB Inc.	678,123	41,094
Swift Transportation Co.	1,680,689	40,942
FTI Consulting Inc. G&K Services Inc. Class A	892,438	40,231 40,146
Trex Co. Inc.	416,237 617,869	39.791
Brink's Co.	958,061	39,520
AMN Healthcare Services Inc.	1,015,062	39,029
Covanta Holding Corp.	2,490,971	38,859
Simpson Manufacturing Co. Inc.	879,276	38,468
NeuStar Inc. Class A	1,142,509	38,160
DigitalGlobe Inc.	1,322,349	37,885
Watts Water Technologies Inc. Class A	576,817	37,608
Plexus Corp.	695,727	37,597
Brady Corp. Class A	984,298	36,960
Otter Tail Corp.	903,841	36,877
Armstrong World Industries Inc. Ambarella Inc.	875,731	36,606
ATIDATERIA ITIC. AZZ Inc.	656,746 555,786	35,550 35,515
Headwaters Inc.	1,482,517	34,869
ExlService Holdings Inc.	668,164	33,702
Greif Inc. Class A	655,214	33,619
Navistar International Corp.	1,040,655	32,645
II-VI Inc.	1,099,097	32,588
Apogee Enterprises Inc.	608,331	32,582
Matson Inc.	913,588	32,332
Franklin Electric Co. Inc.	822,072	31,979
Korn/Ferry International	1,086,270	31,969
Exponent Inc.	523,210	31,550
Benchmark Electronics Inc.	1,030,224	31,422
Knowles Corp.	1,872,560	31,290
MACOM Technology Solutions Holdings Inc. Methode Electronics Inc.	675,789 743,012	31,276 30,724
EnPro Industries Inc.	449,363	30,269
Actuant Corp. Class A	1,165,591	30,247
Hub Group Inc. Class A	687,873	30,094
Forward Air Corp.	631,707	29,930
Fabrinet	727,296	29,310
OSI Systems Inc.	381,289	29,024
Rogers Corp.	377,758	29,016
TopBuild Corp.	808,769	28,792
Advisory Board Co.	861,159	28,634
Astec Industries Inc.	421,529	28,436
Mobile Mini Inc. ESCO Technologies Inc.	934,619 494,835	28,272 28,032
Gibraltar Industries Inc.	669,452	27,883
Albany International Corp.	599,760	27,769
AAON Inc.	839,224	27,736
Triumph Group Inc.	1,044,795	27,687
Atlas Air Worldwide Holdings Inc.	523,760	27,314
Kaman Corp.	554,474	27,130
SPX FLOW Inc.	841,922	26,992
TASER International Inc.	1,095,534	26,556
Insperity Inc.	373,111	26,472
Navigant Consulting Inc.	997,690	26,120
Tennant Co.	365,735 770,160	26,040
Comfort Systems USA Inc. Proto Labs Inc.	778,169 400,401	25,913
Veeco Instruments Inc.	499,491 861,854	25,649 25,123
Aircastle Ltd.	1,202,773	25,123 25,078
		23,078
Smith & Wesson Holding Corp.	1 187 174	
Smith & Wesson Holding Corp. Werner Enterprises Inc.	1,182,124 919,409	24,313

			Market
			Value
		Shares	(\$000)
*	Aerojet Rocketdyne Holdings Inc.	1,361,936	24,447
	Cubic Corp.	507,697	24,344
	RR Donnelley & Sons Co.	1,481,991	24,186
	Imperva Inc. Standex International Corp.	617,797 267,681	23,723 23,516
*	Saia Inc.	530,664	23,429
	Multi-Color Corp.	301,693	23,411
*	Sykes Enterprises Inc.	810,873	23,402
*	BMC Stock Holdings Inc.	1,198,979	23,380
	EVERTEC Inc.	1,316,926	23,375
*	Tutor Perini Corp.	830,396	23,251
	Greenbrier Cos. Inc.	557,116	23,148
*	Huron Consulting Group Inc.	456,207	23,107
*	Meritor Inc.	1,852,880	23,013
*	AAR Corp.	693,593	22,923
	Team Inc. Harsco Corp.	583,800 1,677,981	22,914 22,821
*	TriNet Group Inc.	884,061	22,650
*	TriMas Corp.	954,314	22,426
	CIRCOR International Inc.	344,369	22,343
	US Ecology Inc.	450,775	22,156
	ManTech International Corp. Class A	519,156	21,934
*	American Woodmark Corp.	291,145	21,909
*	TrueBlue Inc.	886,917	21,863
*	Patrick Industries Inc.	285,020	21,747
*	Wabash National Corp.	1,368,822	21,655
	Badger Meter Inc.	577,943	21,355
*	Sturm Ruger & Co. Inc.	400,273	21,094
	Lydall Inc.	340,447	21,057
	ICF International Inc.	375,840 1,003,434	20,746
*,^	Heartland Express Inc. US Concrete Inc.	1,002,424 309,966	20,409 20,303
,	Griffon Corp.	771,490	20,303
	MTS Systems Corp.	350,474	19,872
	Primoris Services Corp.	868,913	19,794
	Federal Signal Corp.	1,252,910	19,558
*	Builders FirstSource Inc.	1,770,693	19,425
*	Continental Building Products Inc.	839,225	19,386
	Raven Industries Inc.	760,023	19,153
*	Integer Holdings Corp.	648,416	19,096
	General Cable Corp.	1,000,035	19,051
	Argan Inc.	269,260 474,273	18,996
	Sun Hydraulics Corp. McGrath RentCorp	474,272 478,526	18,957 18,753
*	SPX Corp.	782,270	18,555
	Viad Corp.	418,298	18,447
*	Boise Cascade Co.	818,595	18,418
	Altra Industrial Motion Corp.	498,901	18,409
*	PHH Corp.	1,195,086	18,118
	Encore Wire Corp.	411,107	17,822
*	Babcock & Wilcox Enterprises Inc.	1,066,344	17,691
*	Installed Building Products Inc.	425,501	17,573
	Materion Corp.	442,249	17,513
*	Aegion Corp. Class A	712,514	16,887
	Wesco Aircraft Holdings Inc.	1,125,395	16,825
*	Paylocity Holding Corp. Air Transport Services Group Inc.	560,614	16,824
	Air Transport Services Group Inc. Essendant Inc.	1,048,600 797,779	16,736 16,674
	Quad/Graphics Inc.	619,800	16,674
	Global Brass & Copper Holdings Inc.	477,031	16,362
	LSC Communications Inc.	548,885	16,291
	Lindsay Corp.	214,768	16,024
	AVX Corp.	1,005,166	15,711
	H&E Equipment Services Inc.	675,097	15,696

Maritowoc Co. Inc. 2,15/5,142 15,398 34,493 15,398 Advanced Drainage Systems Inc. 738,067 15,204 Advanced Drainage Systems Inc. 738,067 15,204 Advanced Drainage Systems Inc. 445,385 14,987 MYR Group Inc. 455,385 14,987 MYR Group Inc. 365,222 14,892 CTS Corp. 85,001 14,792 MYR Group Inc. 15,004 MYR Group				Market Value
Kimball International Inc. Class B			Shares	(\$000)
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		CECO Environmental Corp.	561,668	7,835

			Market
		Shares	Value (\$000)
_	Mesa Laboratories Inc.	63,759	7,826
	Myers Industries Inc.	542,871	7,763
*	Forterra Inc.	354,684	7,682
	Park-Ohio Holdings Corp.	180,019	7,669
*,^	Energy Recovery Inc.	726,691	7,521
*	GP Strategies Corp.	262,840	7,517
	NVE Corp.	102,925	7,352
*	Bazaarvoice Inc.	1,507,644	7,312
	Spartan Motors Inc.	780,194	7,217
*	Advanced Disposal Services Inc.	323,808	7,195
*	Landec Corp.	518,187	7,151
*	Ply Gem Holdings Inc.	427,713	6,950
	Park Electrochemical Corp.	371,028	6,920
	Powell Industries Inc.	172,369	6,722
*	Acacia Research Corp.	1,029,137	6,689
	NACCO Industries Inc. Class A	73,097	6,619
*	Roadrunner Transportation Systems Inc.	632,957	6,576
*	ServiceSource International Inc.	1,133,418	6,438
*	Era Group Inc.	379,091	6,433
*	CRA International Inc.	174,695	6,394
*	Lionbridge Technologies Inc.	1,044,911	6,060
	DHI Group Inc. International Seaways Inc.	967,787	6,049 6,022
	VSE Corp.	428,920 149,982	5,022 5,825
*	Kemet Corp.	149,982 869,933	5,825 5,768
	B. Riley Financial Inc.	310,035	5,768 5,720
*,^	Energous Corp.	336,127	5,664
*	Ducommun Inc.	217,433	5,558
*	NV5 Global Inc.	164,303	5,488
*	Intevac Inc.	628,101	5,370
*	Hudson Technologies Inc.	667,944	5,350
	Bel Fuse Inc. Class B	172,239	5,322
*	Orion Group Holdings Inc.	499,478	4,970
	Overseas Shipholding Group Inc. Class A	1,286,761	4,928
	Black Box Corp.	307,270	4,686
*	Covenant Transportation Group Inc. Class A	241,973	4,680
	DMC Global Inc.	294,290	4,665
	LSI Industries Inc.	474,117	4,618
*	Great Lakes Dredge & Dock Corp.	1,095,081	4,599
*,^	Layne Christensen Co.	418,918	4,554
*,^	Advanced Emissions Solutions Inc.	488,559	4,514
	Supreme Industries Inc. Class A	283,231	4,447
*	Vicor Corp.	289,060	4,365
*	Control4 Corp.	426,000	4,345
*	Sparton Corp.	182,157	4,344
*	PRGX Global Inc.	734,620	4,334
*	Franklin Covey Co.	212,060	4,273
*	Graham Corp.	179,845	3,984
	Heritage-Crystal Clean Inc.	253,510	3,980
*	National Research Corp. Class A	208,582	3,963
	CyberOptics Corp.	151,509	3,954
	Crawford & Co. Class B Celadon Group Inc.	313,468 549,932	3,937 3,932
*	Northwest Pipe Co.	227,039	3,932
	FreightCar America Inc.	261,724	3,908
*	Commercial Vehicle Group Inc.	686,712	3,908
*	Information Services Group Inc.	1,033,241	3,761
*	Astronics Corp. Class B	111,356	3,753
*,^	CUI Global Inc.	539,270	3,737
*	Vishay Precision Group Inc.	195,688	3,699
*	Sterling Construction Co. Inc.	435,913	3,688
*	ARC Document Solutions Inc.	724,577	3,681
^	National Research Corp. Class B	87,271	3,637
*	Willdan Group Inc.	158,055	3,570
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			Market
		Shares	Value (\$000)
	Hurco Cos. Inc.	104,659	3,464
	Eastern Co.	156,839	3,278
	Houston Wire & Cable Co.	501,322	3,259
	Hardinge Inc.	294,077	3,258
*,^	Aqua Metals Inc.	248,259	3,255
*	Twin Disc Inc.	222,915	3,255
	Neff Corp. Class A BG Staffing Inc.	228,288 203,010	3,219 3,167
*	CAI International Inc.	361,967	3,138
*	TRC Cos. Inc.	295,261	3,130
*	Maxwell Technologies Inc.	610,039	3,123
*	Willis Lease Finance Corp.	121,866	3,117
*	EnerNOC Inc.	519,268	3,116
	LB Foster Co. Class A	228,304	3,105
*	Electro Scientific Industries Inc.	524,444	3,105
*	UFP Technologies Inc.	121,044	3,081
*,^	Workhorse Group Inc.	435,995	3,078
*	IES Holdings Inc.	158,506	3,035
*	Planet Payment Inc.	720,688	2,940
*	Hill International Inc.	643,055	2,797
*	Everi Holdings Inc.	1,265,707	2,747
	Allied Motion Technologies Inc.	126,738	2,711
*	CDI Corp.	362,987	2,686
*	Goldfield Corp.	522,323	2,664
	Universal Logistics Holdings Inc.	157,806	2,580
*	Gencor Industries Inc.	162,211	2,547
*,^	Omega Flex Inc.	45,587 161,030	2,542
-,^^	Blue Bird Corp. United States Lime & Minerals Inc.	161,939 32,014	2,502 2,425
*	Napco Security Technologies Inc.	32,014 273,313	2,425
*	Lawson Products Inc.	96,392	2,323 2,294
*	PFSweb Inc.	265,272	2,255
	Richardson Electronics Ltd.	356,807	2,248
*	Arotech Corp.	624,710	2,186
	Crawford & Co. Class A	222,466	2,107
*	Mattersight Corp.	532,688	1,971
*	ALJ Regional Holdings Inc.	433,860	1,905
*,^	American Superconductor Corp.	248,483	1,831
*	Iteris Inc.	491,878	1,790
	Huttig Building Products Inc.	267,332	1,767
*	LMI Aerospace Inc.	201,975	1,741
*,^	ExOne Co.	185,756	1,735
*	PAM Transportation Services Inc.	65,144	1,692
*	Manitex International Inc.	246,535	1,691
	Ameresco Inc. Class A	297,398	1,636
*	Volt Information Sciences Inc.	237,249	1,625
^	Aspen Aerogels Inc.	392,456	1,621
*	Eagle Bulk Shipping Inc. StarTek Inc.	269,339 185,124	1,576 1,564
*	Ballantyne Strong Inc.	193,214	1,546
*	Perceptron Inc.	229,932	1,527
*	ModusLink Global Solutions Inc.	1,045,604	1,527
	Global Water Resources Inc.	154,220	1,403
*	Sharps Compliance Corp.	358,366	1,373
*	Radiant Logistics Inc.	350,329	1,366
*,^	Energy Focus Inc.	300,272	1,276
*,^	Synthesis Energy Systems Inc.	1,217,100	1,217
*	CPI Aerostructures Inc.	120,875	1,118
*	MFRI Inc.	136,141	1,103
*	Broadwind Energy Inc.	270,895	1,096
*	Taylor Devices Inc.	67,327	1,023
*	Xerium Technologies Inc.	180,929	1,017
*	Frequency Electronics Inc.	92,589	1,000
*	Key Technology Inc.	84,925	990

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1 Patriot Transportation Holding Inc. 39,973 931 Cerwee Inc. 131,158 917 Asser Software Inc. 106,300 905 Ornen Engry Systems Inc. 408,253 889 Uncoin Educational Services Corp. 438,257 861 Micro/Soin Inc. 639,22 866 Inc. 406,20 862 Inc. 407,20 802 Inc. 408,27 841 Micro/Soin Inc. 127,411 757 Nivestra Corp. 143,800 863 IEC Electronics Corp. 1912,88 883 el IEC Electronics Corp. 1912,80 880 Universal Technical Institute Inc. 20,50 680 Universal Technical Institute Inc. 1912,80			Shares	
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* Energen Corp. 2,054,102 118,460 * Transocean Ltd. 7,746,303 114,181 * Southwestern Energy Co. 10,475,028 113,340 Core Laboratories NV 931,135 111,773 * Antero Resources Corp. 4,651,947 110,019 Murphy Oil Corp. 3,465,667 107,886	*			
* Southwestern Energy Co. 10,475,028 113,340 Core Laboratories NV 931,135 111,773 Antero Resources Corp. 4,651,947 110,019 Murphy Oil Corp. 3,465,667 107,886	*	Energen Corp.	2,054,102	118,460
Core Laboratories NV 931,135 111,773 * Antero Resources Corp. 4,651,947 110,019 Murphy Oil Corp. 3,465,667 107,886	*,^			
* Antero Resources Corp. 4,651,947 110,019 Murphy Oil Corp. 3,465,667 107,886	*			
Murphy Oil Corp. 3,465,667 107,886	*			
		· ·		
	*			

			Market Value
		Shares	(\$000)
*,^	Weatherford International plc	20,842,910	104,006
*	Continental Resources Inc.	1,984,550	102,284
	RSP Permian Inc. QEP Resources Inc.	2,157,855	96,284
	Nabors Industries Ltd.	5,078,912 5,687,332	93,503 93,272
*	PDC Energy Inc.	1,193,927	86,655
	Patterson-UTI Energy Inc.	2,948,246	79,367
*	Oasis Petroleum Inc.	5,028,507	76,132
*	Rice Energy Inc.	3,447,398	73,602
*	Whiting Petroleum Corp.	6,045,446	72,666
*	Gulfport Energy Corp.	3,271,632	70,798
	SM Energy Co.	2,043,328	70,454
*	Callon Petroleum Co.	4,257,672	65,440
	Western Refining Inc.	1,717,434	65,005
	PBF Energy Inc. Class A	2,290,525	63,860
	Ensco plc Class A	6,388,311	62,094
	SemGroup Corp. Class A	1,417,976	59,201
	Oceaneering International Inc. Superior Energy Services Inc.	2,084,073 3,219,664	58,792 54,348
*,^	First Solar Inc.	1,642,650	52,713
*	Rowan Cos. plc Class A	2,697,426	50,954
*	Matador Resources Co.	1,899,587	48,933
*	Carrizo Oil & Gas Inc.	1,308,455	48,871
*	Dril-Quip Inc.	805,811	48,389
*	NOW Inc.	2,159,202	44,199
*	Laredo Petroleum Inc.	3,069,387	43,401
*	Oil States International Inc.	1,099,948	42,898
*	MRC Global Inc.	1,943,664	39,379
*	McDermott International Inc.	5,149,771	38,057
*,^	Synergy Resources Corp.	4,031,820	35,924
	Denbury Resources Inc.	8,420,992	30,989
*	Forum Energy Technologies Inc.	1,404,961	30,909
*	Noble Corp. plc Centennial Resource Development Inc. Class A	5,110,650	30,255
*	Unit Corp.	1,491,016 1,091,205	29,403 29,321
	Delek US Holdings Inc.	1,177,545	28,344
	Pattern Energy Group Inc. Class A	1,463,199	27,786
*	SEACOR Holdings Inc.	345,733	24,644
*,^	Diamond Offshore Drilling Inc.	1,325,100	23,454
*	Chart Industries Inc.	642,205	23,132
٨	RPC Inc.	1,164,371	23,066
	Green Plains Inc.	752,153	20,947
*	Helix Energy Solutions Group Inc.	2,366,691	20,874
	Archrock Inc.	1,399,470	18,473
^	Atwood Oceanics Inc.	1,328,919	17,449
*	Exterran Corp.	713,382	17,050
^	California Resources Corp.	785,630	16,726
*	Resolute Energy Corp. Matrix Service Co.	377,498	15,549
*	Newpark Resources Inc.	580,632 1,689,337	13,180 12,670
*,^	Clayton Williams Energy Inc.	103,481	12,341
*	REX American Resources Corp.	119,225	11,773
*	TETRA Technologies Inc.	2,252,177	11,306
*	Ring Energy Inc.	858,440	11,151
*,^	Flotek Industries Inc.	1,139,200	10,697
*,^	Sanchez Energy Corp.	1,181,915	10,673
*,^	Bill Barrett Corp.	1,492,964	10,436
*	Pioneer Energy Services Corp.	1,516,281	10,387
	Bristow Group Inc.	503,180	10,305
*	Natural Gas Services Group Inc.	319,571	10,274
*	Cobalt International Energy Inc.	7,912,482	9,653
*	Par Pacific Holdings Inc.	661,146	9,613
	CVR Energy Inc.	374,207	9,501
	Midstates Petroleum Co. Inc.	420,300	8,717

			Market
		Shares	Value (\$000)
_	Halcon Resources Corp.	857,700	8,011
*	Tesco Corp.	941,004	7,763
*,^	SunPower Corp. Class A	1,173,805	7,759
	SandRidge Energy Inc.	328,219	7,730
	Alon USA Energy Inc.	672,814	7,657
* *	Panhandle Oil and Gas Inc. Class A	321,643	7,575
*,^	Renewable Energy Group Inc.	723,319	7,016
	Abraxas Petroleum Corp. Evolution Petroleum Corp.	2,646,359	6,801 6,485
*	Parker Drilling Co.	648,491 2,423,500	6,301
*	CARBO Ceramics Inc.	541,252	5,662
*,^	Jones Energy Inc. Class A	1,109,905	5,550
*	Pacific Ethanol Inc.	580,879	5,518
*,^	Extraction Oil & Gas Inc.	274,571	5,502
*,^	EP Energy Corp. Class A	811,259	5,314
	Gulf Island Fabrication Inc.	438,021	5,212
*	Geospace Technologies Corp.	255,500	5,202
*,^	Green Brick Partners Inc.	477,433	4,798
*,^	Plug Power Inc.	3,778,705	4,534
*,^	Eclipse Resources Corp.	1,674,787	4,472
*	Contango Oil & Gas Co.	472,614	4,414
	Hornbeck Offshore Services Inc.	607,776	4,388
*	PHI Inc. Non-Voting Shares	223,641	4,030
*	Independence Contract Drilling Inc. Trecora Resources	594,489 283,725	3,983 3,930
*	Willbros Group Inc.	283,725 1,135,786	3,930
*	Gastar Exploration Inc.	2,249,277	3,486
*	Dawson Geophysical Co.	429,604	3,454
*,^	Mammoth Energy Services Inc.	222,470	3,382
	Smart Sand Inc.	198,992	3,293
*,^	Northern Oil and Gas Inc.	1,037,885	2,854
*,^	EXCO Resources Inc.	3,232,988	2,825
*,^	Approach Resources Inc.	823,916	2,760
*,^	TPI Composites Inc.	153,652	2,465
*,^	W&T Offshore Inc.	874,096	2,421
*,^	TerraVia Holdings Inc.	1,670,800	1,921
	Isramco Inc.	15,179	1,887
*,^	Tidewater Inc.	540,990	1,845
	VAALCO Energy Inc. Adams Resources & Energy Inc.	1,300,873	1,353
*,^	Harvest Natural Resources Inc.	34,060 212,634	1,351 1,314
*	Zion Oil & Gas Inc.	900,079	1,233
*,^	Bonanza Creek Energy Inc.	1,176,141	1,200
*,^	Amyris Inc.	1,624,711	1,186
*,^	ION Geophysical Corp.	196,829	1,181
	Lonestar Resources US Inc. Class A	133,474	1,140
*	Gulfmark Offshore Inc.	651,155	1,140
*	Stone Energy Corp.	143,132	1,023
^	Comstock Resources Inc.	103,685	1,021
*	Mitcham Industries Inc.	241,556	1,002
*	PetroQuest Energy Inc.	178,180	590
*,^	Rex Energy Corp.	1,232,669	581
*,^	Enphase Energy Inc.	552,794	558
*,^	Yuma Energy Inc. Ideal Power Inc.	122,763 125,202	417
*,^	Torchlight Energy Resources Inc.	125,202 334,264	413 394
*,^	Triangle Petroleum Corp.	1,572,497	394 371
*	Enservoo Corp.	573,746	321
*	Aemetis Inc.	226,506	315
*	PrimeEnergy Corp.	5,740	310
*,^	MagneGas Corp.	5,7-40 575,218	259
*	Superior Drilling Products Inc.	113,740	150
*	Eco-Stim Energy Solutions Inc.	78,636	78
*	PHI Inc. Voting Shares	2,641	45

			Market Value
		Shares	(\$000)
*,^	Basic Energy Services Inc.	168	6
Oth	er (0.0%) ²		34,776,121
*	Dyax Corp CVR Expire 12/31/2019	2,750,063	3,053
*	Tobira Therapeutics Inc. CVR	201,001	2,762
*	Leap Wireless International Inc. CVR	872,848	2,200
*	Adolor Corp. Rights Exp. 07/01/2019	592,629	308
*	Chelsea Therapeutics International Ltd. CVR Exp. 12/31/2049	1,157,305	127
*	Ambit Biosciences Corp. CVR	201,330	121
*	Omthera Pharmaceuticals Inc. CVR	121,311	73
*	Alexza Pharmaceuticals Inc CVR	327,391	11
*	Bagger Dave's Burger Tavern Inc.	151,742	9
*	Clinical Data CVR Gerber Scientific Inc. CVR	216,285	_
*,^	Cubist Pharmaceuticals, Inc. CVR	388,581 511,822	_
*,^	Biosante Pharmaceutical Inc CVR	253,823	_
,	ClearSign Combustion Corp Rights Expire 1/13/2017	180,408	_
*	Allen Organ Co. Escrow Shares	11,462	_
^	Basic Energy Services Warrants Expire 12/23/23	4,642	
*	NuPathe Inc. CVR	158,681	_
			8,664
Tec	hnology (16.2%)	107.250.225	10 404 050
	Apple Inc. Microsoft Corp.	107,359,335 156,550,284	12,434,358 9,728,035
*	Facebook Inc. Class A	49,598,883	5,706,351
*	Alphabet Inc. Class A	6,319,126	5,007,591
*	Alphabet Inc.	6,168,588	4,761,040
	Intel Corp.	100,431,928	3,642,666
	Cisco Systems Inc.	106,408,771	3,215,673
	International Business Machines Corp.	18,123,544	3,008,327
	Oracle Corp.	65,315,224	2,511,370
	QUALCOMM Inc.	31,299,189	2,040,707
	Texas Instruments Inc.	21,227,731	1,548,988
	Broadcom Ltd.	7,996,975	1,413,625
	NVIDIA Corp.	10,851,556	1,158,295
*	Adobe Systems Inc.	10,544,515	1,085,558
*	salesforce.com Inc.	14,016,038	959,538
	Hewlett Packard Enterprise Co.	35,217,285	814,928
	Applied Materials Inc.	22,862,377	737,769
*	Cognizant Technology Solutions Corp. Class A	12,853,335	720,172
*	Yahoo! Inc.	18,179,988	703,020
	Intuit Inc.	5,148,565	590,077
	HP Inc.	36,234,128	537,714
*	Corning Inc. Micron Technology Inc.	20,371,237 22,059,402	494,410 483,542
	Analog Devices Inc.	6,511,859	472,891
	Western Digital Corp.	6,039,047	410,353
	Lam Research Corp.	3,432,594	362,928
*	Autodesk Inc.	4,493,230	332,544
	Xilinx Inc.	5,367,335	324,026
	Linear Technology Corp.	5,084,926	317,045
	Symantec Corp.	13,170,354	314,640
*	Cerner Corp.	6,447,524	305,419
	Skyworks Solutions Inc.	3,966,831	296,164
	Microchip Technology Inc.	4,563,470	292,747
	Motorola Solutions Inc.	3,531,237	292,704
*	Citrix Systems Inc.	3,131,546	279,678
	Harris Corp.	2,640,921	270,615
*	Red Hat Inc.	3,831,589	267,062
	KLA-Tencor Corp.	3,302,105	259,810
*	Dell Technologies Inc. Class V	4,718,176	259,358
	ServiceNow Inc.	3,344,950	248,664

			Market
		Shares	Value (\$000)
	Seagate Technology plc	6,276,315	239,567
*	Akamai Technologies Inc.	3,518,706	234,627
	Maxim Integrated Products Inc.	6,008,800	231,759
*	Palo Alto Networks Inc.	1,843,283	230,503
	Juniper Networks Inc.	7,699,682	217,593
	CA Inc.	6,654,251	211,406
	NetApp Inc.	5,897,288	207,997
*	F5 Networks Inc.	1,400,915	202,740
*	Twitter Inc.	12,119,536	197,548
	CDK Global Inc.	3,185,767	190,158
*	Advanced Micro Devices Inc.	16,693,853	189,308
*	Synopsys Inc.	3,212,804	189,106
	CDW Corp.	3,429,915	178,664
	Computer Sciences Corp.	2,967,238	176,313
*	ANSYS Inc.	1,848,609	170,978
*	Workday Inc. Class A	2,580,019	170,513
*	Gartner Inc.	1,665,997	168,382
	Leidos Holdings Inc.	3,160,212	161,613
*	Cadence Design Systems Inc.	6,191,732	156,155
*	CommScope Holding Co. Inc.	4,075,535	151,610
*	Splunk Inc.	2,858,283	146,201
*,^	VeriSign Inc.	1,919,640	146,027
*	Qorvo Inc.	2,706,773	142,728
*	Microsemi Corp.	2,434,553	131,393
*	ARRIS International plc	4,038,650	121,685
	Marvell Technology Group Ltd.	8,320,376	115,404
*,^	VMware Inc. Class A	1,450,053	114,163
*	PTC Inc.	2,426,623	112,280
*	ON Semiconductor Corp.	8,787,995	112,135
	CSRA Inc.	3,459,843	110,161
	Teradyne Inc.	4,293,940	109,066
	Brocade Communications Systems Inc.	8,570,572	107,046
	Garmin Ltd.	2,200,507	106,703
_	NCR Corp.	2,618,964	106,225
	Ultimate Software Group Inc.	581,693	106,072
*	SS&C Technologies Holdings Inc.	3,616,658	103,436
*	IAC/InterActiveCorp	1,567,715	101,572
*	Tyler Technologies Inc. Fortinet Inc.	693,762 3,101,825	99,048 93,427
*		3,101,825 1,696,391	
*	Aspen Technology Inc. Nuance Communications Inc.	6,069,391	92,759 90,434
*	athenahealth Inc.		
*	Arista Networks Inc.	832,489 883,890	87,553 85,534
*	Cavium Inc.	1,354,326	84,564
	Mentor Graphics Corp.		83,989
*	Veeva Systems Inc. Class A	2,276,732 2,026,423	82,475
*	Manhattan Associates Inc.		80,563
	i2 Global Inc.	1,519,200 965,487	78,977
	Fair Isaac Corp.	651,024	77,615
*	Cirrus Logic Inc.	1,357,802	76,770
	SYNNEX Corp.	633,559	76,673
*	Guidewire Software Inc.	1,537,681	75,854
*	Teradata Corp.	2,752,501	74,785
*	ViaSat Inc.	1,125,934	74,765
	Cypress Semiconductor Corp.	6,491,736	74,359 74,265
	DST Systems Inc.	688,319	73,753
*	Ciena Corp.	2,918,559	71,242
*	Finisar Corp.	2,330,888	70,556
	MKS Instruments Inc.	2,330,666 1,130,849	67,172
	InterDigital Inc.	722,094	65,963
	Science Applications International Corp.	722,094 776,625	65,858
*	EPAM Systems Inc.	1,022,160	65,735
	Intersil Corp. Class A	2,886,522	64,369
	Blackbaud Inc.	1,001,526	64,098
	Diagrapaga into	1,001,320	54,000

			Market
		Shares	Value (\$000)
*	CACI International Inc. Class A	513,703	63,853
*	Integrated Device Technology Inc.	2,702,571	63,673
*	Tech Data Corp.	746,070	63,177
	Monolithic Power Systems Inc.	767,217	62,858
*	Proofpoint Inc.	849,043	59,985
	Pitney Bowes Inc.	3,921,368	59,566
*	NetScout Systems Inc.	1,868,877	58,870
*,^	Medidata Solutions Inc. Cree Inc.	1,151,093	57,175 56,397
*	Ellie Mae Inc.	2,137,056 671,052	56,397 56,154
*	Silicon Laboratories Inc.	834,554	54,246
*	Entegris Inc.	2,987,288	53,472
*	TiVo Corp.	2,455,020	51,310
*	Tableau Software Inc. Class A	1,212,541	51,109
*,^	Dycom Industries Inc.	628,379	50,453
	LogMeIn Inc.	509,390	49,182
*	Verint Systems Inc.	1,323,596	46,657
	Tessera Holding Corp.	1,028,920	45,478
*	Advanced Energy Industries Inc.	829,384	45,409
*	Cornerstone OnDemand Inc.	1,062,990	44,975
*	ACI Worldwide Inc.	2,475,331	44,927
*	Square Inc.	3,266,096	44,517
*	Lumentum Holdings Inc.	1,133,748	43,819
*	Electronics For Imaging Inc.	991,447	43,485
*	CommVault Systems Inc.	843,441	43,353
*	Semtech Corp.	1,369,327	43,202
*	Paycom Software Inc.	949,071	43,173
	VeriFone Systems Inc.	2,335,156	41,402
*	Allscripts Healthcare Solutions Inc.	3,985,400	40,691
*	Synaptics Inc. Viavi Solutions Inc.	745,993 4,850,206	39,970 39,675
	Power Integrations Inc.	4,850,200 580,130	39,362
	Plantronics Inc.	716,878	39,256
*	MicroStrategy Inc. Class A	198,253	39,135
*	FireEye Inc.	3,274,121	38,962
*	Zendesk Inc.	1,801,890	38,200
*	GoDaddy Inc. Class A	1,090,025	38,096
*	EchoStar Corp. Class A	723,877	37,200
	Diebold Nixdorf Inc.	1,443,224	36,297
*	RealPage Inc.	1,196,508	35,895
*	NETGEAR Inc.	651,954	35,434
	Cogent Communications Holdings Inc.	855,551	35,377
	Inphi Corp.	779,032	34,760
*	Synchronoss Technologies Inc.	857,110	32,827
*	CSG Systems International Inc. HubSpot Inc.	663,847	32,130
*	Rambus Inc.	679,788 2,313,239	31,950 31,853
	Progress Software Corp.	990,531	31,628
*	Gigamon Inc.	685,037	31,203
*	Insight Enterprises Inc.	770,377	31,154
	NIC Inc.	1,302,663	31,134
	Cabot Microelectronics Corp.	490,385	30,978
*,^	Ubiquiti Networks Inc.	520,363	30,077
*,^	3D Systems Corp.	2,247,478	29,869
*	Premier Inc. Class A	983,635	29,863
*	Envestnet Inc.	842,504	29,698
*	Oclaro Inc.	3,295,180	29,492
*,^	2U Inc.	934,872	28,186
٨	Ebix Inc.	477,885	27,263
*	MaxLinear Inc.	1,213,197	26,448
,	Pegasystems Inc.	729,009	26,244
*	BroadSoft Inc.	617,747	25,482
-	Infinera Corp.	2,998,825	25,460
	West Corp.	1,026,476	25,416

		Market Value
	Shares	(\$000)
SPS Commerce Inc.	352,599	24,643
lxia Mercury Systems Inc.	1,528,663 810,713	24,611 24,500
Brooks Automation Inc.	1,370,939	23,402
RingCentral Inc. Class A	1,122,741	23,128
ADTRAN Inc.	1,027,969	22,975
Super Micro Computer Inc.	808,628	22,682
InvenSense Inc.	1,770,176	22,641
New Relic Inc.	786,088	22,207
Callidus Software Inc. ScanSource Inc.	1,311,964	22,041
ScanSource Inc. Web.com Group Inc.	541,547 995,853	21,851 21,062
Bottomline Technologies de Inc.	815,071	20,393
Diodes Inc.	766,918	19,687
Amkor Technology Inc.	1,857,221	19,594
^ Shutterstock Inc.	407,472	19,363
Qualys Inc.	611,351	19,349
Q2 Holdings Inc.	622,505	17,959
Lattice Semiconductor Corp.	2,412,631	17,757
Cray Inc.	856,305	17,726
^ Acacia Communications Inc. Monotype Imaging Holdings Inc.	285,414 857,432	17,624 17,020
FormFactor Inc.	1,490,834	16,697
Inteliquent Inc.	716,750	16,428
Photronics Inc.	1,434,801	16,213
ePlus Inc.	136,808	15,760
^ Unisys Corp.	1,046,667	15,648
^ Twilio Inc. Class A	519,727	14,994
CEVA Inc.	445,248	14,938
^ Match Group Inc.	860,459	14,714
Barracuda Networks Inc. Quality Systems Inc.	683,718 1,092,750	14,652 14,370
Virtusa Corp.	564,256	14,174
Syntel Inc.	712,623	14,103
Rudolph Technologies Inc.	603,250	14,086
Intralinks Holdings Inc.	1,012,735	13,692
Endurance International Group Holdings Inc.	1,440,290	13,395
Applied Micro Circuits Corp.	1,621,347	13,376
Box Inc. ^ Pure Storage Inc. Class A	962,564	13,341
^ Pure Storage Inc. Class A Ultratech Inc.	1,175,271 520,053	13,292 12,471
Five9 Inc.	874,674	12,411
PDF Solutions Inc.	548.518	12,369
Perficient Inc.	704,205	12,317
Nanometrics Inc.	488,999	12,254
Blucora Inc.	794,216	11,715
^ Gogo Inc.	1,264,563	11,659
PROS Holdings Inc.	541,703	11,657
Extreme Networks Inc. Exar Corp.	2,268,344 1,027,262	11,410 11,074
Loral Space & Communications Inc.	264,029	10,838
CalAmp Corp.	735,002	10,658
^ Nimble Storage Inc.	1,312,512	10,395
Actua Corp.	733,975	10,276
^ Nutanix Inc.	378,419	10,051
ShoreTel Inc.	1,395,049	9,975
Silver Spring Networks Inc.	744,061	9,903
Vocera Communications Inc.	533,146	9,858
Benefitfocus Inc. Forrester Research Inc.	322,809 217,134	9,587 9,326
Hackett Group Inc.	518,141	9,326 9,150
Boingo Wireless Inc.	748,003	9,130
Axcelis Technologies Inc.	613,732	8,930
CommerceHub Inc.	587,683	8,833

KEYN/Holding Corp. 7500ft4 8,724 Alarm com Holdings Inc. 312,451 8,60 Harmonic Loin. 1,707,602 8,54 VASCO Data Sociury, International Inc. 820,152 8,64 ASPOLIC SOCIUM International Inc. 321,487 8,21 Applica Optoelectronics Inc. 347,486 8,145 Komm Corp. 1,058,601 7,50 Livel Brown Inc. 1,058,601 7,50 Livel Brown Inc. 1,058,601 7,963 Varionis Systems Inc. 335,431 7,903 Varionis Systems Inc. 335,602 7,769 Filipher Inc. 335,606 7,769 Garborie Inc. 431,600 7,769 Garborie Inc. 431,600 7,769 Live Schlwage Inc. 1,158,609 6,653 Live Schlwage Inc. 716,609 6,653 Live Connection Inc. 716,609 6,650 Live Connection Inc. 716,609 6,650 Live Connection Inc. 237,074 6,600 Live Connection Inc.				Market Value
Marmonen Höddings Inc.			Shares	
1 Harmonic Inc. 1,707,992 8,540 VASCO Data Security International Inc. 60,153 8,465 NeePhotonics Corp. 750,547 8,211 Applied Optioweitronics Inc. 1,099,120 8,212 Applied Optioweitronics Inc. 1,099,120 8,092 Applied Optioweitronics Inc. 1,099,120 8,092 Alpha & Ornega Semiconductor Ltd. 375,311 7,993 Varionis Systems Inc. 29,1952 7,904 BigNet Inc. 336,443 7,789 Carbonite Inc. 430,698 7,201 Workva Inc. 1,518,587 7,019 Workva Inc. 2,523 8,058 Workva Inc. 3,524 6	*,^	KEYW Holding Corp.	739,954	8,724
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* GSI Technology Inc. 781,430 4,845 * Sigma Designs Inc. 802,765 4,817 EMCORE Corp. 549,620 4,782 * Blackline Inc. 171,889 4,749 * Radisys Corp. 1,033,859 4,580 * Rapid7 Inc. 365,157 4,444 * Coupa Software Inc. 174,565 4,366 * Datalink Corp. 377,762 4,254 * KVH Industries Inc. 360,452 4,253 * Quantum Corp. 5,080,784 4,228 * Quantum Corp. 5,080,784 4,228 * Clearfield Inc. 200,171 4,144 * Appfolio Inc. 173,046 4,127 * CommerceHub Inc. Class A 269,882 4,051 * Mitek Systems Inc. 646,054 3,973 * Agetly Corp. 345,015 3,795 * GigPeak Inc. 1,473,942 3,714 * Everbridge Inc. 199,295 3,677 * Guidance Software Inc. 518,268 3,671 * Telenav Inc. 518,426 3,655 * Rosetta Stone Inc. 406,874 3,625	*		·	
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* Castlight Health Inc. Class B 687,159 3,401	*			
* USA Technologies Inc. 772,430 3,321	*			
	*	USA Technologies Inc.	772,430	3,321

			Market
		Shares	Value (\$000)
*	Amber Road Inc.	363,220	3,298
*	Apptio Inc. Class A	176,170	3,264
*	Kopin Corp.	1,134,754	3,223
*	Agilysys Inc.	300,463	3,113
*	MobileIron Inc.	810,395	3,039
*	SecureWorks Corp. Class A	270,060	2,860
*	Quantenna Communications Inc.	155,875	2,826
	Simulations Plus Inc.	286,767	2,767
*	ARI Network Services Inc.	500,995	2,710
	PC-Tel Inc.	471,771	2,538
	Preformed Line Products Co.	43,570	2,532
*	VOXX International Corp. Class A	524,627	2,466
	Key Tronic Corp.	314,337	2,458
	NCI Inc. Class A	175,318	2,446
*,^	Aerohive Networks Inc.	424,692	2,421
*	Park City Group Inc.	188,474	2,394
	Aware Inc. Computer Task Group Inc.	387,102 540,202	2,361 2,274
*,^	VirnetX Holding Corp.	1,007,331	2,216
,	Tabula Rasa HealthCare Inc.	146,500	2,195
	Airgain Inc.	149,522	2,153
*	Datawatch Corp.	390,284	2,147
	Great Elm Capital Group Inc.	558,900	2,096
*	Edgewater Technology Inc.	271,591	2,037
*	BSQUARE Corp.	345,151	2,019
*	Pendrell Corp.	268,136	1,810
*,^	Pixelworks Inc.	642,411	1,799
*	Ooma Inc.	195,376	1,758
	Systemax Inc.	196,928	1,727
*,^	Neonode Inc.	911,744	1,678
*	RCM Technologies Inc.	257,001	1,635
	TransAct Technologies Inc.	246,089	1,624
*	iPass Inc.	983,950	1,624
	ClearOne Inc.	141,648	1,615
*	Rightside Group Ltd.	192,546	1,592
	TESSCO Technologies Inc.	121,875	1,584
*,^	TransEnterix Inc.	1,165,497	1,515
*	Tremor Video Inc.	598,009	1,489
*	Numerex Corp. Class A NetSol Technologies Inc.	192,180	1,422
	Concurrent Computer Corp.	268,367 245,188	1,396 1,312
*,^	Inseego Corp.	480,281	1,172
*,^	QuickLogic Corp.	841,787	1,172
*	ID Systems Inc.	207,353	1,124
*	Synacor Inc.	359,073	1,113
*	Aviat Networks Inc.	79,504	1,104
*	Amtech Systems Inc.	258,398	1,098
*	PAR Technology Corp.	189,722	1,059
	LRAD Corp.	602,425	1,030
*,^	Netlist Inc.	1,005,691	1,026
*	MRV Communications Inc.	125,429	1,022
	Evolving Systems Inc.	239,404	982
	QAD Inc. Class B	38,321	979
*	GSE Systems Inc.	275,429	964
*,^	CVD Equipment Corp.	107,442	933
*	WidePoint Corp.	1,178,418	931
*,^	Sunworks Inc.	459,758	920
*,^	Rocket Fuel Inc.	536,942	918
*	Upland Software Inc.	101,213	906
* ^	GlobalSCAPE Inc.	213,477	869
*,^	SITO Mobile Ltd.	225,398 400 F47	832
	Covisint Corp. AstroNova Inc.	408,547 50,100	776 714
*	ASTRONOVA INC.	50,100 214,839	714 695
	ICAU IIIC.	214,839	090

			Market Value
		Shares	(\$000)
*	Xplore Technologies Corp.	312,216	631
*	Inuvo Inc.	363,197	607
	RELM Wireless Corp.	127,563	606
*	ARC Group Worldwide Inc.	126,690	557
	Resonant Inc.	101,540	513
*	Westell Technologies Inc. Class A Identiv Inc.	696,943	453
*	DASAN Zhone Solutions Inc.	128,529 414,351	409 408
*	Intermolecular Inc.	420,975	399
*	eGain Corp.	180,736	380
	Communications Systems Inc.	75,909	351
*	inTEST Corp.	75,255	346
*	Data I/O Corp.	79,543	332
*	Qumu Corp.	136,998	326
*	FalconStor Software Inc.	703,835	317
*	Marin Software Inc.	133,535	314
	CSP Inc.	29,660	314
*	FORM Holdings Corp.	143,235	305
*,^	ParkerVision Inc.	141,148	260
*,^	Aehr Test Systems	93,715	226
*	Streamline Health Solutions Inc.	181,006	224
*	SharpSpring Inc.	35,880	189
	Lantronix Inc.	107,354	183
*	BroadVision Inc.	38,131	177
*	Network-1 Technologies Inc. Smith Micro Software Inc.	45,755 93,135	156 146
*	Adesto Technologies Corp.	63,582	118
*	Mastech Digital Inc.	15,394	105
*	Cinedigm Corp. Class A	67,058	97
*,^	NXT-ID Inc.	33,800	93
*	Determine Inc.	48,769	90
*	Sonic Foundry Inc.	17,328	86
*	ADDvantage Technologies Group Inc.	29,519	52
*	Fusion Telecommunications International Inc.	31,290	47
*	Internap Corp.	15,400	24
*	Imation Corp.	26,366	22
*	Atomera Inc.	2,980	20
*	Socket Mobile Inc.	5,000	19
*	Finjan Holdings Inc.	6,800	8
	Intelligent Systems Corp.	1,383	6
*,^	Infosonics Corp.	14,144	6
",/\	Voltari Corp.	2,237	5
Tel	ecommunications (2.4%)		80,674,890
	AT&T Inc.	130,162,950	5,535,830
	Verizon Communications Inc.	86,383,145	4,611,132
*	T-Mobile US Inc.	6,098,353	350,716
*	Level 3 Communications Inc.	6,095,827	343,561
	CenturyLink Inc.	11,566,995	275,063
*	SBA Communications Corp. Class A	2,638,586	272,460
*,^	Sprint Corp.	12,641,148	106,439
*	Zayo Group Holdings Inc.	3,063,282	100,659
	Frontier Communications Corp.	24,792,580	83,799
	Telephone & Data Systems Inc.	1,924,246	55,553
	Shenandoah Telecommunications Co.	995,747	27,184
*	Consolidated Communications Holdings Inc. Vonage Holdings Corp.	1,003,325 3,915,472	26,939 26,821
*	vonage Holdings Corp. 8x8 Inc.	3,915,472 1,775,688	26,821 25,392
	Cincinnati Bell Inc.	962,075	25,392
	ATN International Inc.	226,525	18,152
*,^	Iridium Communications Inc.	1,691,911	16,242
*	GTT Communications Inc.	527,326	15,161
	Windstream Holdings Inc.	1,996,364	14,633
*,^	Globalstar Inc.	8,993,896	14,210
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			Market
		Shares	Value (\$000)
	EarthLink Holdings Corp.	2,317,427	13,070
*	United States Cellular Corp.	270,905	11,844
*	ORBCOMM Inc.	1,366,538	11,301
*	General Communication Inc. Class A	538,965	10,483
	FairPoint Communications Inc.	479,503	8,967
*	Spok Holdings Inc. Hawaiian Telcom Holdco Inc.	405,283 286,751	8,410 7,106
*	Lumos Networks Corp.	433,706	6,775
	IDT Corp. Class B	357,074	6,620
*,^	pdvWireless Inc.	259,979	5,863
*,^	Straight Path Communications Inc. Class B	151,385	5,134
*	HC2 Holdings Inc.	545,396	3,234
*	Alaska Communications Systems Group Inc.	1,432,201	2,349
*,^	Intelsat SA	587,792	1,569
*	Pareteum Corp.	1,003,978	120
*	Otelco Inc. Class A	2,754	18
Uti	lities (3.1%)		12,044,311
	NextEra Energy Inc.	10,151,300	1,212,674
	Duke Energy Corp.	14,559,005	1,130,070
	Southern Co.	20,710,219	1,018,736
	Dominion Resources Inc.	13,278,827	1,017,025
	Exelon Corp.	19,490,339	691,712
	American Electric Power Co. Inc.	10,392,347	654,302
	PG&E Corp.	10,691,639	649,731
	Sempra Energy Edison International	5,297,058	533,096
	PPL Corp.	6,895,174 14,344,058	496,384 488,415
	Consolidated Edison Inc.	6,431,161	473,848
	Public Service Enterprise Group Inc.	10,690,290	469,090
	Xcel Energy Inc.	10,712,314	435,991
	WEC Energy Group Inc.	6,664,429	390,869
	DTE Energy Co.	3,788,881	373,243
	Eversource Energy	6,709,627	370,573
	FirstEnergy Corp.	8,991,483	278,466
	Entergy Corp.	3,760,547	276,287
	American Water Works Co. Inc.	3,709,756	268,438
	Ameren Corp.	5,115,316	268,349
	ONEOK Inc.	4,449,934	255,471
	CMS Energy Corp.	5,796,580	241,254
	CenterPoint Energy Inc.	8,616,913	212,321
	SCANA Corp. Pinnacle West Capital Corp.	2,709,475 2,363,366	198,550
	Alliant Energy Corp.	2,303,300 4,814,252	184,413 182,412
	UGI Corp.	3,675,744	169,378
	Westar Energy Inc. Class A	2,993,028	168,657
	Atmos Energy Corp.	2,198,392	163,011
	AES Corp.	13,988,954	162,552
	NiSource Inc.	6,798,443	150,518
	Great Plains Energy Inc.	4,466,692	122,164
	Aqua America Inc.	3,635,610	109,214
	National Fuel Gas Co.	1,708,703	96,781
	Vectren Corp.	1,781,811	92,921
	IDACORP Inc.	1,111,140	89,502
*	Calpine Corp.	7,596,927	86,833
	Portland General Electric Co.	1,951,812	84,572
	WGL Holdings Inc.	1,074,636	81,973
	NRG Energy Inc.	6,670,306 3,383,138	81,778
	Hawaiian Electric Industries Inc. Southwest Gas Corp.	2,283,128 952,916	75,503 73,012
	Black Hills Corp.	952,916 1,162,905	73,012
	ONE Gas Inc.	1,162,905	71,333
	ALLETE Inc.	1,062,323	68,190
	New Jersey Resources Corp.	1,817,280	64,513
	saraay maadaraa aarp.	1,017,200	0-7,010

				Market Value
			Shares	(\$000)
PNM Resources Inc.			1,772,187	60,786
Spire Inc.			931,528	60,130
Avista Corp.			1,486,614	59,450
NorthWestern Corp.			1,030,704	58,616
South Jersey Industries Inc.			1,675,782	56,457
MGE Energy Inc.			842,635	55,024
Avangrid Inc.			1,340,894	50,793
Ormat Technologies Inc.			850,518	45,605
El Paso Electric Co.			906,080	42,133
California Water Service Group			1,108,292	37,571
Northwest Natural Gas Co.			601,574	35,974
American States Water Co.			759,874	34,620
Empire District Electric Co.			923,557	31,484
* TerraForm Power Inc. Class A			1,825,120	23,380
Chesapeake Utilities Corp.			335,144	22,438
* Dynegy Inc.			2,493,045	21,091
SJW Group Connecticut Water Service Inc.			373,840 330,836	20,928
Unitil Corp.			406,314	18,477 18,422
Middlesex Water Co.			369,766	15,878
York Water Co.			285,431	10,903
*A Sunrun Inc.			1,496,357	7,946
Artesian Resources Corp. Class A			226,518	7,946 7,235
* Atlantic Power Corp.			2,261,958	5,655
Delta Natural Gas Co. Inc.			191,597	5,620
*^ Cadiz Inc.			367,102	4,589
Gas Natural Inc.			345,011	4,330
Spark Energy Inc. Class A			125,328	3,797
* Pure Cycle Corp.			483,835	2,661
Genie Energy Ltd. Class B			296,510	1,705
* US Geothermal Inc.			378,870	1,550
*^ Vivint Solar Inc.			225,836	576
* AquaVenture Holdings Ltd.			21,284	522
Aquavertare Holalings Eta.				15,680,773
Total Common Stocks (Cost \$341,328,447)				496,147,408
Τοταί σοπιποπ στοσκο (σσοτ φο+1,σ2σ,447)				400,147,400
			Face	
		Maturity	Amount	
	Coupon	Date	(\$000)	
Convertible Bonds (0.0%)				
Catalyst Biosciences Inc. Cvt.	0.000%	2/19/18	649	424
Total Convertible Bonds (Cost \$0)	0.000 70	2/13/10	049	424
Total Convertible Bollas (Cost 40)				
			Shares	
Temporary Cash Investments (0.7%) ¹				
Money Market Fund (0.7%)				
3.4 Vanguard Market Liquidity Fund	0.823%		32,961,150	3,296,445
			Face Amount (\$000)	
U.S. Government and Agency Obligations (0.0%)	2 2222			
United States Treasury Bill	0.290%	1/5/17	5,000	5,000
5 United States Treasury Bill	0.406%	2/9/17	210	210
United States Treasury Bill	0.601%	4/27/17	1,900	1,896
5 United States Treasury Bill				
E Haita d'Ctata a Torre de Dill	0.564%-0.567%	5/4/17	29,900	29,842
5 United States Treasury Bill	0.564%-0.567% 0.623%	5/4/17 5/18/17	29,900 12,100	12,073

	Coupon	Maturity Date	Face Amount (\$000)	Market Value (\$000)
5,6 United States Treasury Bill	0.607%-0.618%	5/25/17	52,600	52,474
				101,495
Total Temporary Cash Investments (Cost \$3,397,810)				3,397,940
Total Investments (100.2%) (Cost \$344,726,257)				499,545,772
Other Assets and Liabilities—Net (-0.2%) ⁴				(1,093,840)
Net Assets (100%)				498,451,932

- Non-income-producing security.
- ^ Includes partial security positions on loan to broker-dealers. The total value of securities on loan is \$1,517,319,000.
- 1 The fund invests a portion of its cash reserves in equity markets through the use of index futures contracts and swap contracts. After giving effect to futures and swap investments, the fund's effective common stock and temporary cash investment positions represent 100.0% and 0.2%, respectively, of net assets.
- 2 "Other" represents securities that are not classified by the fund's benchmark index.
- 3 Affiliated money market fund available only to Vanguard funds and certain trusts and accounts managed by Vanguard. Rate shown is the 7-day yield.
- 4 Includes \$1,635,086,000 of collateral received for securities on loan.
- 5 Securities with a value of \$92,987,000 have been segregated as initial margin for open futures contracts.
- 6 Securities with a value of \$1,501,000 have been segregated as collateral for open over-the-counter swap contracts. CVR—Contingent Value Rights.
 - REIT—Real Estate Investment Trust.