



ANNUAL REPORT | Financial Statements

May 31, 2019

TRRKX	<p>T. ROWE PRICE</p> <p>Retirement 2045 Fund</p>
PARLX	<p>Retirement 2045 Fund- Advisor Class</p>
RRTRX	<p>Retirement 2045 Fund- R Class</p>
<p>For more insights from T. Rowe Price investment professionals, go to troweprice.com.</p>	

Beginning on January 1, 2021, as permitted by SEC regulations, paper copies of the T. Rowe Price funds' annual and semiannual shareholder reports will no longer be mailed, unless you specifically request them. Instead, shareholder reports will be made available on the funds' website (**troweprice.com/prospectus**), and you will be notified by mail with a website link to access the reports each time a report is posted to the site.

If you already elected to receive reports electronically, you will not be affected by this change and need not take any action. At any time, shareholders who invest directly in T. Rowe Price funds may generally elect to receive reports or other communications electronically by enrolling at **troweprice.com/paperless** or, if you are a retirement plan sponsor or invest in the funds through a financial intermediary (such as an investment advisor, broker-dealer, insurance company, or bank), by contacting your representative or your financial intermediary.

You may elect to continue receiving paper copies of future shareholder reports free of charge. To do so, if you invest directly with T. Rowe Price, please call T. Rowe Price as follows: IRA, nonretirement account holders, and institutional investors, **1-800-225-5132**; small business retirement accounts, **1-800-492-7670**. If you are a retirement plan sponsor or invest in the T. Rowe Price funds through a financial intermediary, please contact your representative or financial intermediary or follow additional instructions if included with this document. Your election to receive paper copies of reports will apply to all funds held in your account with your financial intermediary or, if you invest directly in the T. Rowe Price funds, with T. Rowe Price. Your election can be changed at any time in the future.

FINANCIAL HIGHLIGHTS

For a share outstanding throughout each period

Investor Class

	Year Ended				
	5/31/19	5/31/18	5/31/17	5/31/16	5/31/15
NET ASSET VALUE					
Beginning of period	\$ 18.73	\$ 17.40	\$ 15.45	\$ 16.94	\$ 16.22
Investment activities					
Net investment income ^{(1) (2)}	0.24	0.23	0.21	0.22	0.21
Net realized and unrealized gain/loss	(0.38)	1.75	2.45	(0.85)	1.08
Total from investment activities	(0.14)	1.98	2.66	(0.63)	1.29
Distributions					
Net investment income	(0.25)	(0.23)	(0.21)	(0.21)	(0.22)
Net realized gain	(1.16)	(0.42)	(0.50)	(0.65)	(0.35)
Total distributions	(1.41)	(0.65)	(0.71)	(0.86)	(0.57)
NET ASSET VALUE					
End of period	\$ 17.18	\$ 18.73	\$ 17.40	\$ 15.45	\$ 16.94

Ratios/Supplemental Data

Total return^{(2) (3) (4)}	0.06%	11.43%	17.71%	(3.58)%	8.15%
Ratios to average net assets: ⁽²⁾					
Gross expenses before payments by Price Associates ⁽⁴⁾	0.00%	0.00%	0.00%	0.00%	0.00%
Net expenses after payments by Price Associates ⁽⁴⁾	0.00%	0.00%	0.00%	0.00%	0.00%
Weighted average net expenses of underlying Price Funds ⁽⁵⁾	0.71%	0.72%	0.74%	0.76%	0.75%
Effective net expenses	0.71%	0.72%	0.74%	0.76%	0.75%

FINANCIAL HIGHLIGHTS

For a share outstanding throughout each period

	Year Ended				
	5/31/19	5/31/18	5/31/17	5/31/16	5/31/15
Ratios/Supplemental Data (continued)					
Net investment income ⁽⁴⁾	1.33%	1.27%	1.31%	1.39%	1.28%
Portfolio turnover rate ⁽⁴⁾	22.1%	26.9%	13.6%	13.9%	7.9%
Net assets, end of period (in millions)	\$ 6,833	\$ 7,780	\$ 8,625	\$ 6,907	\$ 6,458

⁽¹⁾ Per share amounts calculated using average shares outstanding method.

⁽²⁾ See Note 5 for details of expense-related arrangements with Price Associates.

⁽³⁾ Total return reflects the rate that an investor would have earned on an investment in the fund during each period, assuming reinvestment of all distributions. The fund's total return may be higher or lower than the investment results of the individual underlying Price Funds.

⁽⁴⁾ Reflects the activity of the fund, and does not include the activity of the underlying Price Funds. However, investment performance of the fund is directly related to the investment performance of the underlying Price Funds in which it invests.

⁽⁵⁾ Reflects the indirect expense impact to the fund from its investment in the underlying Price Funds, based on the actual expense ratio of each underlying Price Fund weighted for the fund's relative average investment therein.

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

FINANCIAL HIGHLIGHTS

For a share outstanding throughout each period

Advisor Class

	Year Ended				
	5/31/19	5/31/18	5/31/17	5/31/16	5/31/15
NET ASSET VALUE					
Beginning of period	\$ 18.60	\$ 17.28	\$ 15.35	\$ 16.83	\$ 16.13
Investment activities					
Net investment income ^{(1) (2)}	0.19	0.18	0.17	0.17	0.17
Net realized and unrealized gain/loss	(0.37)	1.75	2.43	(0.83)	1.06
Total from investment activities	(0.18)	1.93	2.60	(0.66)	1.23
Distributions					
Net investment income	(0.20)	(0.19)	(0.17)	(0.17)	(0.18)
Net realized gain	(1.16)	(0.42)	(0.50)	(0.65)	(0.35)
Total distributions	(1.36)	(0.61)	(0.67)	(0.82)	(0.53)
NET ASSET VALUE					
End of period	\$ 17.06	\$ 18.60	\$ 17.28	\$ 15.35	\$ 16.83

Ratios/Supplemental Data

Total return^{(2) (3) (4)}	(0.19)%	11.22%	17.40%	(3.79)%	7.80%
Ratios to average net assets: ⁽²⁾					
Gross expenses before payments by Price Associates ⁽⁴⁾	0.25%	0.25%	0.25%	0.25%	0.25%
Net expenses after payments by Price Associates ⁽⁴⁾	0.25%	0.25%	0.25%	0.25%	0.25%
Weighted average net expenses of underlying Price Funds ⁽⁵⁾	0.71%	0.72%	0.74%	0.76%	0.75%
Effective net expenses	0.96%	0.97%	0.99%	1.01%	1.00%

FINANCIAL HIGHLIGHTS

For a share outstanding throughout each period

	Year Ended				
	5/31/19	5/31/18	5/31/17	5/31/16	5/31/15
Ratios/Supplemental Data (continued)					
Net investment income ⁽⁴⁾	1.09%	1.00%	1.07%	1.13%	1.02%
Portfolio turnover rate ⁽⁴⁾	22.1%	26.9%	13.6%	13.9%	7.9%
Net assets, end of period (in millions)	\$ 896	\$ 1,013	\$ 1,025	\$ 867	\$ 799

⁽¹⁾ Per share amounts calculated using average shares outstanding method.

⁽²⁾ See Note 5 for details of expense-related arrangements with Price Associates.

⁽³⁾ Total return reflects the rate that an investor would have earned on an investment in the fund during each period, assuming reinvestment of all distributions. The fund's total return may be higher or lower than the investment results of the individual underlying Price Funds.

⁽⁴⁾ Reflects the activity of the fund, and does not include the activity of the underlying Price Funds. However, investment performance of the fund is directly related to the investment performance of the underlying Price Funds in which it invests.

⁽⁵⁾ Reflects the indirect expense impact to the fund from its investment in the underlying Price Funds, based on the actual expense ratio of each underlying Price Fund weighted for the fund's relative average investment therein.

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

FINANCIAL HIGHLIGHTS

For a share outstanding throughout each period

R Class

	Year Ended				
	5/31/19	5/31/18	5/31/17	5/31/16	5/31/15
NET ASSET VALUE					
Beginning of period	\$ 18.38	\$ 17.09	\$ 15.20	\$ 16.68	\$ 15.98
Investment activities					
Net investment income ^{(1) (2)}	0.15	0.14	0.13	0.14	0.13
Net realized and unrealized gain/loss	(0.37)	1.71	2.40	(0.83)	1.06
Total from investment activities	(0.22)	1.85	2.53	(0.69)	1.19
Distributions					
Net investment income	(0.15)	(0.14)	(0.14)	(0.14)	(0.14)
Net realized gain	(1.16)	(0.42)	(0.50)	(0.65)	(0.35)
Total distributions	(1.31)	(0.56)	(0.64)	(0.79)	(0.49)
NET ASSET VALUE					
End of period	\$ 16.85	\$ 18.38	\$ 17.09	\$ 15.20	\$ 16.68

Ratios/Supplemental Data

Total return^{(2) (3) (4)}	(0.45)%	10.87%	17.09%	(4.02)%	7.61%
Ratios to average net assets: ⁽²⁾					
Gross expenses before payments by Price Associates ⁽⁴⁾	0.50%	0.50%	0.50%	0.50%	0.50%
Net expenses after payments by Price Associates ⁽⁴⁾	0.50%	0.50%	0.50%	0.50%	0.50%
Weighted average net expenses of underlying Price Funds ⁽⁵⁾	0.71%	0.72%	0.74%	0.76%	0.75%
Effective net expenses	1.21%	1.22%	1.24%	1.26%	1.25%

FINANCIAL HIGHLIGHTS

For a share outstanding throughout each period

	Year Ended				
	5/31/19	5/31/18	5/31/17	5/31/16	5/31/15
Ratios/Supplemental Data (continued)					
Net investment income ⁽⁴⁾	0.83%	0.77%	0.80%	0.90%	0.79%
Portfolio turnover rate ⁽⁴⁾	22.1%	26.9%	13.6%	13.9%	7.9%
Net assets, end of period (in thousands)	\$ 712,750	\$ 801,493	\$ 788,759	\$ 644,341	\$ 598,616

⁽¹⁾ Per share amounts calculated using average shares outstanding method.

⁽²⁾ See Note 5 for details of expense-related arrangements with Price Associates.

⁽³⁾ Total return reflects the rate that an investor would have earned on an investment in the fund during each period, assuming reinvestment of all distributions. The fund's total return may be higher or lower than the investment results of the individual underlying Price Funds.

⁽⁴⁾ Reflects the activity of the fund, and does not include the activity of the underlying Price Funds. However, investment performance of the fund is directly related to the investment performance of the underlying Price Funds in which it invests.

⁽⁵⁾ Reflects the indirect expense impact to the fund from its investment in the underlying Price Funds, based on the actual expense ratio of each underlying Price Fund weighted for the fund's relative average investment therein.

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

T. ROWE PRICE RETIREMENT 2045 FUND

May 31, 2019

PORTFOLIO OF INVESTMENTS⁽¹⁾	\$ Value 5/31/18	\$ Purchase Cost	\$ Sales Cost	Shares	\$ Value 5/31/19
(Cost and value in \$000s)					
EQUITY MUTUAL FUNDS 89.0%					
T. Rowe Price Funds:					
Growth Stock Fund	1,771,434	241,627	221,416	25,463,021	1,645,166
Value Fund	1,728,647	250,414	246,393	46,815,818	1,580,502
Overseas Stock Fund	800,927	79,137	112,510	67,559,772	664,113
International Stock Fund	692,946	103,967	89,119	38,280,986	627,808
International Value Equity Fund	759,053	68,246	173,958	45,124,595	571,277
Equity Index 500 Fund	617,756	48,886	79,519	7,664,690	563,431
Emerging Markets Stock Fund	363,728	128,225	48,223	10,189,525	413,185
Mid-Cap Growth Fund	366,091	45,405	45,458	3,939,590	345,423
Mid-Cap Value Fund	347,836	63,628	44,063	11,958,047	305,409
New Horizons Fund ⁽²⁾	256,504	27,421	49,002	3,924,148	230,897
Small-Cap Stock Fund ⁽²⁾	238,817	26,158	36,296	4,407,388	210,541
Small-Cap Value Fund	228,867	31,831	33,751	4,450,939	195,975
Real Assets Fund	195,194	12,857	29,143	15,246,153	164,963
Total Equity Mutual Funds (Cost \$6,632,057)					7,518,690
BOND MUTUAL FUNDS 10.5%					
T. Rowe Price Funds:					
New Income Fund	539,904	36,077	199,884	41,337,439	393,119
U.S. Treasury Long-Term Fund	217,893	38,293	91,192	13,727,168	182,022
International Bond Fund (USD Hedged)	151,844	30,516	54,814	12,873,889	126,422
Dynamic Global Bond Fund	105,174	15,126	34,896	8,830,249	83,976
Emerging Markets Bond Fund	51,835	24,523	23,634	4,698,991	54,274
High Yield Fund	28,826	25,722	19,198	5,509,613	35,702
Floating Rate Fund	21,256	9,431	20,456	1,053,955	10,202
Total Bond Mutual Funds (Cost \$875,665)					885,717

T. ROWE PRICE RETIREMENT 2045 FUND

	\$ Value 5/31/18	\$ Purchase Cost	\$ Sales Cost	Shares	\$ Value 5/31/19
(Cost and value in \$000s)					
SHORT-TERM INVESTMENTS 0.5%					
T. Rowe Price Funds:					
U.S. Treasury Money Fund, 2.21% ⁽³⁾	110,546	686,309	758,078	38,777,197	38,777
Total Short-Term Investments (Cost \$38,777)					38,777
Total Investments in Securities					
100.0% of Net Assets (Cost \$7,546,499)					\$ 8,443,184

- (1) Each underlying Price Fund is an affiliated company; the fund is invested in the Investor Class of each underlying Price Fund. Additional information about each underlying Price Fund is available by calling 1-877-495-1138 and at www.troweprice.com.
- (2) Non-income producing
- (3) Seven-day yield

AFFILIATED COMPANIES

(\$000s)

The fund may invest in certain securities that are considered affiliated companies. As defined by the 1940 Act, an affiliated company is one in which the fund owns 5% or more of the outstanding voting securities, or a company that is under common ownership or control. The following securities were considered affiliated companies for all or some portion of the year ended May 31, 2019. Net realized gain (loss), investment income, and change in net unrealized gain/loss reflect all activity for the period then ended.

Affiliate	Net Realized Gain (Loss)	Change in Net Unrealized Gain/Loss	Investment Income
T. Rowe Price Funds:			
Dynamic Global Bond Fund	\$ 609	\$ (1,428)	\$ 3,252
Emerging Markets Bond Fund	(1,621)	1,550	2,915
Emerging Markets Stock Fund	8,612	(30,545)	2,350
Equity Index 500 Fund	35,904	(23,692)	11,430
Floating Rate Fund	(477)	(29)	1,096
Growth Stock Fund	204,172	(146,479)	2,697
High Yield Fund	(487)	352	993
International Bond Fund (USD Hedged)	6,426	(1,124)	2,572
International Stock Fund	37,060	(79,986)	9,424
International Value Equity Fund	(13,473)	(82,064)	15,812
Mid-Cap Growth Fund	45,740	(20,615)	455
Mid-Cap Value Fund	32,268	(61,992)	3,232
New Horizons Fund	35,159	(4,026)	—
New Income Fund	(6,712)	17,022	13,999
Overseas Stock Fund	12,199	(103,441)	14,686
Real Assets Fund	1,348	(13,945)	4,081
Small-Cap Stock Fund	27,401	(18,138)	—
Small-Cap Value Fund	18,547	(30,972)	704
U.S. Treasury Long-Term Fund	(3,129)	17,028	5,369
Value Fund	162,416	(152,166)	23,853
U.S. Treasury Money Fund	—	—	1,240
Totals	\$ 601,962#	\$ (734,690)	\$ 120,160+

Capital gain distributions from mutual funds represented \$429,374 of the net realized gain (loss).

+ Investment income comprised \$120,160 of income distributions from underlying Price Funds.

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

T. ROWE PRICE RETIREMENT 2045 FUND

May 31, 2019

STATEMENT OF ASSETS AND LIABILITIES

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

Assets

Investments in securities, at value (cost \$7,546,499)	\$ 8,443,184
Receivable for shares sold	11,066
Receivable for investment securities sold	1,700
Total assets	<u>8,455,950</u>

Liabilities

Payable for shares redeemed	8,074
Payable for investment securities purchased	4,686
Other liabilities	645
Total liabilities	<u>13,405</u>

NET ASSETS

\$ 8,442,545

Net Assets Consist of:

Total distributable earnings (loss)	\$ 1,173,627
Paid-in capital applicable to 492,523,935 shares of \$0.0001 par value capital stock outstanding; 30,000,000,000 shares of the Corporation authorized	<u>7,268,918</u>

NET ASSETS

\$ 8,442,545

NET ASSET VALUE PER SHARE

Investor Class

(\$6,833,314,785 / 397,686,047 shares outstanding) \$ 17.18

Advisor Class

(\$896,480,158 / 52,550,619 shares outstanding) \$ 17.06

R Class

(\$712,750,201 / 42,287,269 shares outstanding) \$ 16.85

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

STATEMENT OF OPERATIONS

(\$000s)

	Year Ended 5/31/19
Investment Income (Loss)	
Income distributions from underlying Price Funds	\$ 120,160
Expenses	
Rule 12b-1 fees	
Advisor Class	2,298
R Class	3,783
Total expenses	6,081
Net investment income	114,079
Realized and Unrealized Gain / Loss	
Net realized gain (loss)	
Sales of underlying Price Funds	172,588
Capital gain distributions from underlying Price Funds	429,374
Net realized gain	601,962
Change in net unrealized gain/loss on underlying Price Funds	(734,690)
Net realized and unrealized gain / loss	(132,728)
DECREASE IN NET ASSETS FROM OPERATIONS	\$ (18,649)

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

STATEMENT OF CHANGES IN NET ASSETS

(\$000s)

	Year Ended	
	5/31/19	5/31/18 ⁽¹⁾
Increase (Decrease) in Net Assets		
Operations		
Net investment income	\$ 114,079	\$ 122,612
Net realized gain	601,962	1,245,627
Change in net unrealized gain / loss	(734,690)	(244,552)
Increase (decrease) in net assets from operations	(18,649)	1,123,687
Distributions to shareholders		
Net earnings		
Investor Class	(551,955)	(295,971)
Advisor Class	(68,394)	(34,000)
R Class	(54,228)	(25,676)
Decrease in net assets from distributions	(674,577)	(355,647)
Capital share transactions*		
Shares sold		
Investor Class	1,590,861	1,913,401
Advisor Class	242,997	294,047
R Class	155,549	198,631
Distributions reinvested		
Investor Class	545,380	292,341
Advisor Class	67,488	33,655
R Class	54,228	25,675
Shares redeemed		
Investor Class	(2,522,302)	(3,682,934)
Advisor Class	(354,349)	(416,232)
R Class	(238,555)	(271,387)
Decrease in net assets from capital share transactions	(458,703)	(1,612,803)

STATEMENT OF CHANGES IN NET ASSETS

(\$000s)

	Year Ended 5/31/19	5/31/18 ⁽¹⁾
Net Assets		
Decrease during period	(1,151,929)	(844,763)
Beginning of period	9,594,474	10,439,237
End of period	\$ 8,442,545	\$ 9,594,474
*Share information		
Shares sold		
Investor Class	89,120	103,535
Advisor Class	13,641	16,034
R Class	8,890	10,970
Distributions reinvested		
Investor Class	35,277	15,837
Advisor Class	4,391	1,834
R Class	3,568	1,415
Shares redeemed		
Investor Class	(142,007)	(199,787)
Advisor Class	(19,963)	(22,699)
R Class	(13,769)	(14,942)
Decrease in shares outstanding	(20,852)	(87,803)

⁽¹⁾Pursuant to the SEC's Disclosure Update and Simplification rule, certain prior year amounts have been reclassified to conform to current year presentation.

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

NOTES TO FINANCIAL STATEMENTS

T. Rowe Price Retirement Funds, Inc. (the corporation) is registered under the Investment Company Act of 1940 (the 1940 Act). T. Rowe Price Retirement 2045 Fund (the fund) is a diversified, open-end management investment company and is one of the portfolios established by the corporation. The fund invests in a portfolio of other T. Rowe Price stock and bond funds (underlying Price Funds) that represent various asset classes and sectors. The fund's allocation among underlying Price Funds will change, and its asset mix will become more conservative over time. The fund seeks the highest total return over time consistent with an emphasis on both capital growth and income.

The fund has three classes of shares: the Retirement 2045 Fund (Investor Class), Retirement 2045 Fund–Advisor Class (Advisor Class), and Retirement 2045 Fund–R Class (R Class). Advisor Class shares are sold only through unaffiliated brokers and other financial intermediaries, and R Class shares are available to retirement plans serviced by intermediaries. The Advisor Class and R Class each operate under separate Board-approved Rule 12b-1 plans, pursuant to which each class compensates financial intermediaries for distribution, shareholder servicing, and/or certain administrative services; the Investor Class does not pay Rule 12b-1 fees. Each class has exclusive voting rights on matters related solely to that class; separate voting rights on matters that relate to all classes; and, in all other respects, the same rights and obligations as the other classes.

NOTE 1 - SIGNIFICANT ACCOUNTING POLICIES

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

Investment Transactions, Investment Income, and Distributions Purchases and sales of the underlying Price Funds are accounted for on the trade date basis. Income and expenses are recorded on the accrual basis. Gains and losses realized on sales of the

underlying Price Funds are reported on the identified cost basis. Income tax-related interest and penalties, if incurred, are recorded as income tax expense. Dividends received from underlying Price Fund investments are reflected as dividend income; capital gain distributions are reflected as realized gain/loss. Income and capital gain distributions from the underlying Price Funds are recorded on the ex-dividend date. Distributions to shareholders are recorded on the ex-dividend date. Income distributions, if any, are declared and paid by each class annually. A capital gain distribution may also be declared and paid by the fund annually.

Class Accounting Income distributions from the underlying Price Funds and realized and unrealized gains and losses are allocated to the classes based upon the relative daily net assets of each class. The Advisor Class and R Class each pay Rule 12b-1 fees in an amount not exceeding 0.25% and 0.50%, respectively, of the class's average daily net assets.

In-Kind Redemptions In accordance with guidelines described in the fund's prospectus, the fund may distribute shares of the underlying Price Funds rather than cash as payment for a redemption of fund shares (in-kind redemption). For financial reporting purposes, the fund recognizes a gain on in-kind redemptions to the extent the value of the distributed shares of the underlying Price Funds on the date of redemption exceeds the cost of those shares. Gains and losses realized on in-kind redemptions are not recognized for tax purposes and are reclassified from undistributed realized gain (loss) to paid-in capital. During the year ended May 31, 2019, the fund realized \$220,697,000 of net gain on \$767,945,000 of in-kind redemptions.

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

NOTE 2 - VALUATION

The fund's financial instruments are valued, and each class's net asset value (NAV) per share is computed at the close of the New York Stock Exchange (NYSE), normally 4 p.m. ET, each day the NYSE is open for business. However, the NAV per share may be calculated at a time other than the normal close of the NYSE if trading on the NYSE is restricted, if the NYSE closes earlier, or as may be permitted by the SEC. The fund's financial instruments are reported at fair value, which GAAP defines as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction

between market participants at the measurement date. Investments in the underlying Price Funds are valued at their closing NAV per share on the day of valuation. Assets and liabilities other than financial instruments, including short-term receivables and payables, are carried at cost, or estimated realizable value, if less, which approximates fair value.

The T. Rowe Price Valuation Committee (the Valuation Committee) is an internal committee that has been delegated certain responsibilities by the fund's Board of Directors (the Board) to ensure that financial instruments are appropriately priced at fair value in accordance with GAAP and the 1940 Act. Subject to oversight by the Board, the Valuation Committee develops and oversees pricing-related policies and procedures and approves all fair value determinations. Specifically, the Valuation Committee establishes procedures to value securities; determines pricing techniques, sources, and persons eligible to effect fair value pricing actions; oversees the selection, services, and performance of pricing vendors; oversees valuation-related business continuity practices; and provides guidance on internal controls and valuation-related matters. The Valuation Committee reports to the Board and has representation from legal, portfolio management and trading, operations, risk management, and the fund's treasurer.

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

Level 1 – quoted prices (unadjusted) in active markets for identical financial instruments that the fund can access at the reporting date

Level 2 – inputs other than Level 1 quoted prices that are observable, either directly or indirectly (including, but not limited to, quoted prices for similar financial instruments in active markets, quoted prices for identical or similar financial instruments in inactive markets, interest rates and yield curves, implied volatilities, and credit spreads)

Level 3 – unobservable inputs

Observable inputs are developed using market data, such as publicly available information about actual events or transactions, and reflect the assumptions that market participants would use to price the financial instrument. Unobservable inputs are those for which market data are not available and are developed using the best information available about the assumptions that market participants would use to price the financial instrument. GAAP requires valuation techniques to maximize the use of relevant observable inputs and minimize the use of unobservable inputs. When multiple inputs are used to derive fair value, the financial instrument is assigned to the level within the fair value hierarchy based

on the lowest-level input that is significant to the fair value of the financial instrument. Input levels are not necessarily an indication of the risk or liquidity associated with financial instruments at that level but rather the degree of judgment used in determining those values. On May 31, 2019, all of the investments in underlying Price Funds were classified as Level 1, based on the inputs used to determine their fair values.

NOTE 3 - INVESTMENTS IN UNDERLYING PRICE FUNDS

Purchases and sales of the underlying Price Funds during the year ended May 31, 2019, aggregated \$1,993,799,000 and \$2,583,386,000, respectively.

NOTE 4 - FEDERAL INCOME TAXES

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

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

Financial reporting records are adjusted for permanent book/tax differences to reflect tax character but are not adjusted for temporary differences. The permanent book/tax adjustments have no impact on results of operations or net assets. For the year ended May 31, 2019, the following reclassification was recorded and relates primarily to redemptions in kind.

(\$000s)

Total distributable earnings (loss)	\$ (207,873)
Paid-in-capital	207,873

Distributions during the years ended May 31, 2019 and May 31, 2018, were characterized for tax purposes as follows:

(\$000s)	May 31,	
	2019	2018
Ordinary income	\$ 167,886	\$ 182,999
Long-term capital gain	506,691	172,648
Total distributions	\$ 674,577	\$ 355,647

At May 31, 2019, the tax-basis cost of investments and components of net assets were as follows:

(\$000s)	
Cost of investments	\$ 7,644,497
Unrealized appreciation	\$ 986,664
Unrealized depreciation	(187,977)
Net unrealized appreciation (depreciation)	798,687
Undistributed ordinary income	11,373
Undistributed long-term capital gain	363,567
Paid-in capital	7,268,918
Net assets	\$ 8,442,545

The difference between book-basis and tax-basis net unrealized appreciation (depreciation) is attributable to the deferral of losses from wash sales for tax purposes.

NOTE 5 - RELATED PARTY TRANSACTIONS

The fund is managed by T. Rowe Price Associates, Inc. (Price Associates), a wholly owned subsidiary of T. Rowe Price Group, Inc. Price Associates, directly or through sub-advisory agreements with its wholly owned subsidiaries, also provides investment management services to all the underlying Price Funds. Pursuant to various service agreements, Price Associates and its wholly owned subsidiaries provide shareholder servicing and

administrative services as well as certain accounting, marketing, and other services to the fund. Certain officers and directors of the fund are also officers and directors of Price Associates and its subsidiaries and the underlying Price Funds.

The fund pays no management fees; however, Price Associates receives management fees from the underlying Price Funds. The fund operates in accordance with the investment management and special servicing agreements between and among the corporation; the underlying Price Funds; Price Associates; and T. Rowe Price Services, Inc., a wholly owned subsidiary of Price Associates. Pursuant to these agreements, expenses associated with the operation of the fund, other than class-specific Rule 12b-1 fees, are borne by each underlying Price Fund to the extent of estimated savings to it and in proportion to the average daily value of its shares owned by the fund. Therefore, the expense ratio of each class reflects only its Rule 12b-1 fees, if any. However, the fund indirectly bears its proportionate share of the management fees and operating costs of the underlying Price Funds in which it invests.

The fund does not invest in the underlying Price Funds for the purpose of exercising management or control; however, investments by the fund may represent a significant portion of an underlying Price Fund's net assets. At May 31, 2019, the fund held less than 25% of the outstanding shares of any underlying Price Fund.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors of T. Rowe Price Retirement Funds, Inc. and Shareholders of T. Rowe Price Retirement 2045 Fund

Opinion on the Financial Statements

We have audited the accompanying statement of assets and liabilities, including the portfolio of investments, of T. Rowe Price Retirement 2045 Fund (one of the funds constituting T. Rowe Price Retirement Funds, Inc., hereafter referred to as the “Fund”) as of May 31, 2019, the related statement of operations for the year ended May 31, 2019, the statement of changes in net assets for each of the two years in the period ended May 31, 2019, including the related notes, and the financial highlights for each of the five years in the period ended May 31, 2019 (collectively referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Fund as of May 31, 2019, the results of its operations for the year then ended, the changes in its net assets for each of the two years in the period ended May 31, 2019 and the financial highlights for each of the five years in the period ended May 31, 2019 in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

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

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

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

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. Our procedures included confirmation of securities owned as of May 31, 2019 by correspondence with the transfer agent. We believe that our audits provide a reasonable basis for our opinion.

PricewaterhouseCoopers LLP
Baltimore, Maryland
July 19, 2019

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

TAX INFORMATION (UNAUDITED) FOR THE TAX YEAR ENDED 5/31/19

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

The fund's distributions to shareholders included:

- \$52,767,000 from short-term capital gains.
- \$506,691,000 from long-term capital gains, subject to a long-term capital gains tax rate of not greater than 20%.

For taxable non-corporate shareholders, \$108,073,000 of the fund's income represents qualified dividend income subject to a long-term capital gains tax rate of not greater than 20%.

For corporate shareholders, \$57,774,000 of the fund's income qualifies for the dividends-received deduction.

The fund will pass through foreign source income of \$54,735,000 and foreign taxes paid of \$5,114,000.

INFORMATION ON PROXY VOTING POLICIES, PROCEDURES, AND RECORDS

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

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

<https://www3.troweprice.com/usis/corporate/en/utility/policies.html>

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

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

HOW TO OBTAIN QUARTERLY PORTFOLIO HOLDINGS

Effective for reporting periods on or after March 1, 2019, the fund files a complete schedule of portfolio holdings with the Securities and Exchange Commission (SEC) for the first and third quarters of each fiscal year as an exhibit to its reports on Form N-PORT. Prior to March 1, 2019, the fund filed a complete schedule of portfolio holdings with the SEC for the first and third quarters of each fiscal year on Form N-Q. The fund's Forms N-PORT and N-Q are available electronically on the SEC's website (sec.gov).

APPROVAL OF INVESTMENT MANAGEMENT AGREEMENT

Each year, the fund's Board of Directors (Board) considers the continuation of the investment management agreement (Advisory Contract) between the fund and its investment advisor, T. Rowe Price Associates, Inc. (Advisor), as well as a Special Servicing Agreement among the fund, the Advisor, and each of the underlying funds in which it invests (Special Servicing Agreement). The Special Servicing Agreement allows the T. Rowe Price Retirement Funds (Retirement Funds) to pass through their operating expenses to the underlying funds in which they invest if the benefit to the underlying funds equals or exceeds the costs of absorbing these expenses, and provides that the Advisor will be responsible for bearing any expenses that would result from an underlying fund's share of the aggregate expenses of the Retirement Funds exceeding the estimated savings to the underlying fund from the operation of the Retirement Funds. In that regard, at an in-person meeting held on March 11–12, 2019 (Meeting), the Board, including a majority of the fund's independent directors, approved the continuation of the fund's Advisory Contract and Special Servicing Agreement. At the Meeting, the Board considered the factors and reached the conclusions described below relating to the selection of the Advisor and approval of the Advisory Contract and the continuation of the Special Servicing Agreement. The independent directors were assisted in their evaluation of the Advisory Contract and Special Servicing Agreement by independent legal counsel from whom they received separate legal advice and with whom they met separately.

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

Services Provided by the Advisor

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

APPROVAL OF INVESTMENT MANAGEMENT AGREEMENT (CONTINUED)

Investment Performance of the Fund

The Board took into account discussions with the Advisor and reports that it receives throughout the year relating to fund performance. In connection with the Meeting, the Board reviewed the fund's net annualized total returns for the 1-, 2-, 3-, 4-, 5-, and 10-year periods as of September 30, 2018, and compared these returns with the performance of a peer group of funds with similar investment programs and a wide variety of other previously agreed-upon comparable performance measures and market data, including those supplied by Broadridge, which is an independent provider of mutual fund data.

On the basis of this evaluation and the Board's ongoing review of investment results, and factoring in the relative market conditions during certain of the performance periods, the Board concluded that the fund's performance was satisfactory.

Costs, Benefits, Profits, and Economies of Scale

The Advisor does not receive management fees from the fund, and operating expenses of the fund are borne by the underlying T. Rowe Price funds in which it invests pursuant to the Special Servicing Agreement. In connection with its review of the Special Servicing Agreement, the Board reviewed various cost/benefit analyses to demonstrate the benefits to the underlying funds versus the costs they incur, which illustrate that the primary benefit provided by the Retirement Funds to the underlying funds is the reduction in expenses associated with the consolidation of shareholder accounts that would otherwise be invested directly in the underlying funds.

The Advisor receives management fees from other T. Rowe Price funds in which the fund invests. However, since the Advisor does not receive any management fees directly from the fund, the Board did not review information relating to revenues received by the Advisor under the Advisory Contract. The Board did review information regarding benefits that the Advisor (and its affiliates) may have realized from its relationship with the fund or other T. Rowe Price funds in which the fund invests, including any research received under "soft dollar" agreements and commission-sharing arrangements with broker-dealers. The Board considered that the Advisor may receive some benefit from its soft-dollar arrangements pursuant to which it receives research from broker-dealers that execute the applicable fund's portfolio transactions. The Board also received information on the estimated costs incurred and profits realized by the Advisor and its affiliates from advising T. Rowe Price funds and concluded that the Advisor's profits were reasonable. Although the Advisor does not receive management fees directly from the fund under the Advisory Contract, the fund's shareholders benefit from potential economies of scale through a decline in the fund's total expense ratio as the fund and underlying funds grow in size.

APPROVAL OF INVESTMENT MANAGEMENT AGREEMENT (CONTINUED)**Fees and Expenses**

The Board was provided with information regarding industry trends in management fees and expenses. Among other things, the Board reviewed data for peer groups that were compiled by Broadridge, which compared: (i) total expenses, actual management fees, and nonmanagement expenses of the Investor Class of the fund with a group of competitor funds selected by Broadridge (Investor Class Expense Group); (ii) total expenses and actual management fees of the Advisor Class of the fund with a group of competitor funds selected by Broadridge (Advisor Class Expense Group); and (iii) total expenses, actual management fees, and nonmanagement expenses of the Investor Class of the fund with a broader set of funds within the Lipper investment classification (Expense Universe). The Board considered the fund's actual management fee rate (which reflects that the Advisor does not receive any management fees directly from the fund), operating expenses, and total expenses (which reflect the net total expense ratio of the fund, including acquired fund fees and expenses associated with the underlying funds, after any waivers, reductions, or reimbursements) in comparison with the information for the Broadridge peer groups. Broadridge generally constructed the peer groups by seeking the most comparable funds based on similar investment classifications and objectives, expense structure, asset size, and operating components and attributes and ranked funds into quintiles, with the first quintile representing the funds with the lowest relative expenses and the fifth quintile representing the funds with the highest relative expenses. The information provided to the Board indicated that the fund's actual management fee rate ranked in the first quintile (for the Investor Class Expense Group, Advisor Class Expense Group, and Expense Universe). The information also indicated that the fund's total expenses ranked in the first quintile (for the Investor Class Expense Group, Advisor Class Expense Group, and Expense Universe).

The Board also reviewed the fee schedules for institutional accounts and private accounts with similar mandates that are advised or subadvised by the Advisor and its affiliates. Management provided the Board with information about the Advisor's responsibilities and services provided to subadvisory and other institutional account clients, including information about how the requirements and economics of the institutional business are fundamentally different from those of the mutual fund business. The Board considered information showing that the Advisor's mutual fund business is generally more complex from a business and compliance perspective than its institutional account business and considered various relevant factors, such as the broader scope of operations and oversight, more extensive shareholder communication infrastructure, greater asset flows, heightened business risks, and differences in applicable laws and regulations associated with the Advisor's proprietary mutual fund business. In assessing the reasonableness of the fund's management fee rate, the Board considered the differences in the nature of the services required for the Advisor to manage its mutual fund business versus managing a discrete pool of assets as a subadvisor to another institution's mutual fund or

APPROVAL OF INVESTMENT MANAGEMENT AGREEMENT (CONTINUED)

for an institutional account and that the Advisor generally performs significant additional services and assumes greater risk in managing the fund and other T. Rowe Price funds than it does for institutional account clients.

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

Approval of the Advisory Contract and Special Servicing Agreement

As noted, the Board approved the continuation of the Advisory Contract as well as the Special Servicing Agreement. No single factor was considered in isolation or to be determinative to the decision. Rather, the Board concluded, in light of a weighting and balancing of all factors considered, that it was in the best interests of the fund and its shareholders for the Board to approve the continuation of the Advisory Contract, and that there is a reasonable basis to conclude that the benefits to the underlying funds exceed the costs they incur and that it was in the best interests of the fund and its underlying funds to approve continuation of the Special Servicing Agreement.

ABOUT THE FUND'S DIRECTORS AND OFFICERS

Your fund is overseen by a Board of Directors (Board) that meets regularly to review a wide variety of matters affecting or potentially affecting the fund, including performance, investment programs, compliance matters, advisory fees and expenses, service providers, and business and regulatory affairs. The Board elects the fund's officers, who are listed in the final table. At least 75% of the Board's members are independent of the Boards of T. Rowe Price Associates, Inc. (T. Rowe Price), and its affiliates; "inside" or "interested" directors are employees or officers of T. Rowe Price. The business address of each director and officer is 100 East Pratt Street, Baltimore, Maryland 21202. The Statement of Additional Information includes additional information about the fund directors and is available without charge by calling a T. Rowe Price representative at 1-800-638-5660.

INDEPENDENT DIRECTORS^(a)

Name (Year of Birth) Year Elected	Principal Occupation(s) and Directorships of Public Companies and Other Investment Companies During the Past Five Years
Teresa Bryce Bazemore (1959) 2018 [188]	President, Radian Guaranty (2008 to 2017); Chief Executive Officer, Bazemore Consulting LLC (2018 to present); Director, Chimera Investment Corporation (2017 to present); Director, Federal Home Loan Bank of Pittsburgh (2017 to present)
Ronald J. Daniels (1959) 2018 [188]	President, The Johns Hopkins University ^(b) and Professor, Political Science Department, The Johns Hopkins University (2009 to present); Director, Lyndhurst Holdings (2015 to present)
Bruce W. Duncan (1951) 2013 [188]	Chief Executive Officer and Director (January 2009 to December 2016), Chairman of the Board (January 2016 to present), and President (January 2009 to September 2016), First Industrial Realty Trust, an owner and operator of industrial properties; Chairman of the Board (2005 to September 2016) and Director (1999 to September 2016), Starwood Hotels & Resorts, a hotel and leisure company; Member, Investment Company Institute Board of Governors (2017 to present); Member, Independent Directors Council Governing Board (2017 to present); Senior Advisor, KKR (November 2018 to present); Director, Boston Properties (May 2016 to present); Director, Marriott International, Inc. (September 2016 to present)
Robert J. Gerrard, Jr. (1952) 2012 [188]	Advisory Board Member, Pipeline Crisis/Winning Strategies, a collaborative working to improve opportunities for young African Americans (1997 to 2016); Chairman of the Board, all funds (July 2018 to present)

INDEPENDENT DIRECTORS^(a) (CONTINUED)

Name (Year of Birth) Year Elected [Number of T. Rowe Price Portfolios Overseen]	Principal Occupation(s) and Directorships of Public Companies and Other Investment Companies During the Past Five Years
Paul F. McBride (1956) 2013 [188]	Advisory Board Member, Vizzia Technologies (2015 to present); Board Member, Dunbar Armored (2012 to 2018)
Cecilia E. Rouse, Ph.D. (1963) 2012 [188]	Dean, Woodrow Wilson School (2012 to present); Professor and Researcher, Princeton University (1992 to present); Director, MDRC, a nonprofit education and social policy research organization (2011 to present); Member, National Academy of Education (2010 to present); Research Associate of Labor Studies Program at the National Bureau of Economic Research (2011 to 2015); Board Member, National Bureau of Economic Research (2011 to present); Chair of Committee on the Status of Minority Groups in the Economic Profession of the American Economic Association (2012 to 2018); Vice President (2015 to 2016), Board Member, American Economic Association (2018 to present)
John G. Schreiber (1946) 2002 [188]	Owner/President, Centaur Capital Partners, Inc., a real estate investment company (1991 to present); Cofounder, Partner, and Cochairman of the Investment Committee, Blackstone Real Estate Advisors, L.P. (1992 to 2015); Director, Blackstone Mortgage Trust, a real estate finance company (2012 to 2016); Director and Chairman of the Board, Brixmor Property Group, Inc. (2013 to present); Director, Hilton Worldwide (2007 to present); Director, Hudson Pacific Properties (2014 to 2016); Director, Invitation Homes (2014 to 2017); Director, JMB Realty Corporation (1980 to present)
Mark R. Tercek ^(c) (1957) 2009 [0]	President and Chief Executive Officer, The Nature Conservancy (2008 to present)

^(a)All information about the independent directors was current as of February 19, 2019, unless otherwise indicated, except for the number of portfolios overseen, which is current as of the date of this report.

^(b)William J. Stromberg, president and chief executive officer of T. Rowe Price Group, Inc., the parent company of the Price Funds' investment advisor, has served on the Board of Trustees of Johns Hopkins University since 2014 and is a member of the Johns Hopkins University Board's Compensation Committee.

^(c)Effective February 15, 2019, Mr. Tercek resigned from his role as independent director of the Price Funds.

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

David Oestreicher (1967) 2018 [188]	Chief Legal Officer, Vice President, and Secretary, T. Rowe Price Group, Inc.; Director, Vice President, and Secretary, T. Rowe Price Investment Services, Inc., T. Rowe Price Retirement Plan Services, Inc., T. Rowe Price Services, Inc., and T. Rowe Price Trust Company; Vice President and Secretary, T. Rowe Price, T. Rowe Price Hong Kong (Price Hong Kong), and T. Rowe Price International; Vice President, T. Rowe Price Japan and T. Rowe Price Singapore (Price Singapore); Principal Executive Officer and Executive Vice President, all funds
Robert W. Sharps, CFA** (1971) 2017 [188]	Director and Vice President, T. Rowe Price; Vice President, T. Rowe Price Group, Inc., and T. Rowe Price Trust Company; Director and Vice President, Retirement Funds

*Each inside director serves until retirement, resignation, or election of a successor.

**Mr. Sharps replaced Edward A. Wiese as director of the domestic fixed income Price Funds effective January 1, 2019.

OFFICERS**Name (Year of Birth)****Position Held With Retirement Funds****Principal Occupation(s)**

Christopher D. Alderson (1962) Vice President	Director and Vice President, T. Rowe Price International; Vice President, Price Hong Kong, Price Singapore, and T. Rowe Price Group, Inc.
Francisco M. Alonso (1978) Vice President	Vice President, T. Rowe Price, T. Rowe Price Group, Inc., and T. Rowe Price Trust Company
Darrell N. Braman (1963) Vice President and Secretary	Vice President, Price Hong Kong, Price Singapore, T. Rowe Price, T. Rowe Price Group, Inc., and T. Rowe Price International; Assistant Vice President, T. Rowe Price Retirement Plan Services, Inc., and T. Rowe Price Services, Inc.
Jerome A. Clark, CFA (1961) Co-president	Vice President, T. Rowe Price, T. Rowe Price Group, Inc., T. Rowe Price Investment Services, Inc., and T. Rowe Price Trust Company
Kimberly E. DeDominicis (1976) Vice President	Vice President, T. Rowe Price, T. Rowe Price Group, Inc., and T. Rowe Price International

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

OFFICERS (CONTINUED)

Name (Year of Birth)	Position Held With Retirement Funds	Principal Occupation(s)
Mark S. Finn, CFA, CPA (1963)	Vice President	Vice President, T. Rowe Price, T. Rowe Price Group, Inc., and T. Rowe Price Trust Company
John R. Gilner (1961)	Chief Compliance Officer	Chief Compliance Officer and Vice President, T. Rowe Price; Vice President, T. Rowe Price Group, Inc., and T. Rowe Price Investment Services, Inc.
David R. Giroux, CFA (1975)	Vice President	Vice President, T. Rowe Price, T. Rowe Price Group, Inc., and T. Rowe Price Trust Company
Gary J. Greb (1961)	Vice President	Vice President, T. Rowe Price, T. Rowe Price International, and T. Rowe Trust Company
Arif Husain, CFA (1972)	Vice President	Vice President, T. Rowe Price Group, Inc., and T. Rowe Price International
Paul J. Krug, CPA (1964)	Vice President	Vice President, T. Rowe Price, T. Rowe Price Group, Inc., and T. Rowe Price Trust Company
Wyatt A. Lee, CFA (1971)	Co-president	Vice President, T. Rowe Price, T. Rowe Price Group, Inc., and T. Rowe Price Trust Company
Catherine D. Mathews (1963)	Treasurer and Vice President	Vice President, T. Rowe Price, T. Rowe Price Group, Inc., and T. Rowe Price Trust Company
Sebastien Page (1977)	Vice President	Vice President, T. Rowe Price and T. Rowe Price Group, Inc.
Robert A. Panariello (1983)	Vice President	Vice President, T. Rowe Price and T. Rowe Price Group, Inc.
John W. Ratzesberger (1975)	Vice President	Vice President, T. Rowe Price, T. Rowe Price Group, Inc., and T. Rowe Price Trust Company
Shannon H. Rauser (1987)	Assistant Secretary	Assistant Vice President, T. Rowe Price
Daniel O. Shackelford, CFA (1958)	Vice President	Vice President, T. Rowe Price, T. Rowe Price Group, Inc., and T. Rowe Price Trust Company
Charles M. Shriver, CFA (1967)	Vice President	Vice President, T. Rowe Price, T. Rowe Price Group, Inc., T. Rowe Price International, and T. Rowe Price Trust Company
Guido F. Stubenrauch, CFA (1970)	Vice President	Vice President, T. Rowe Price and T. Rowe Price Group, Inc.
Justin Thomson (1968)	Vice President	Vice President, T. Rowe Price Group, Inc., and T. Rowe Price International

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

OFFICERS (CONTINUED)

Name (Year of Birth)	Position Held With Retirement Funds	Principal Occupation(s)
James A. Tzitzouris, Jr., Ph.D. (1974)	Vice President	Vice President, T. Rowe Price and T. Rowe Price Group, Inc.
Mark J. Vasselkiv (1958)	Vice President	Vice President, T. Rowe Price, T. Rowe Price Group, Inc., and T. Rowe Price Trust Company
Megan Warren (1968)	Vice President	Vice President, T. Rowe Price, T. Rowe Price Group, Inc., T. Rowe Price Retirement Plan Services, Inc., T. Rowe Price Services, Inc., and T. Rowe Price Trust Company; formerly, Executive Director, JPMorgan Chase (to 2017)

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

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T. Rowe Price Mutual Funds

This page contains supplementary information that is not part of the shareholder report.

STOCK FUNDS

Domestic

Blue Chip Growth
Capital Appreciation[†]
Communications & Technology
Diversified Mid-Cap Growth
Dividend Growth
Equity Income
Equity Index 500
Extended Equity Market Index
Financial Services
Growth & Income
Growth Stock
Health Sciences
Mid-Cap Growth[†]
Mid-Cap Value[†]
New America Growth
New Era
New Horizons[†]
QM U.S. Small & Mid-Cap
Core Equity
QM U.S. Small-Cap Growth Equity
QM U.S. Value Equity
Real Estate
Science & Technology
Small-Cap Stock[†]
Small-Cap Value
Tax-Efficient Equity
Total Equity Market Index
U.S. Equity Research
U.S. Large-Cap Core
Value

ASSET ALLOCATION FUNDS

Balanced
Global Allocation
Multi-Strategy Total Return
Personal Strategy Balanced
Personal Strategy Growth
Personal Strategy Income
Real Assets
Spectrum Growth
Spectrum Income
Spectrum International
Target Date Funds^{*}

BOND FUNDS

Domestic Taxable

Corporate Income
Credit Opportunities
Floating Rate
GNMA
High Yield[†]
Inflation Protected Bond
Limited Duration Inflation
Focused Bond
New Income
Short-Term Bond
Total Return
Ultra Short-Term Bond
U.S. Bond Enhanced Index
U.S. High Yield
U.S. Treasury Intermediate
U.S. Treasury Long-Term

Domestic Tax-Free

California Tax-Free Bond
Georgia Tax-Free Bond
Intermediate Tax-Free High Yield
Maryland Short-Term Tax-Free Bond
Maryland Tax-Free Bond
New Jersey Tax-Free Bond
New York Tax-Free Bond
Summit Municipal Income
Summit Municipal Intermediate
Tax-Free High Yield
Tax-Free Income
Tax-Free Short-Intermediate
Virginia Tax-Free Bond

MONEY MARKET FUNDS

Taxable

Cash Reserves¹
Government Money²
U.S. Treasury Money²

MONEY MARKET FUNDS (CONT.)

Tax-Free

California Tax-Free Money¹
Maryland Tax-Free Money¹
New York Tax-Free Money¹
Summit Municipal Money Market¹
Tax-Exempt Money¹

INTERNATIONAL/GLOBAL FUNDS

Stock

Africa & Middle East
Asia Opportunities
Emerging Europe
Emerging Markets Discovery Stock
Emerging Markets Stock
European Stock
Global Consumer
Global Growth Stock
Global Industrials
Global Real Estate
Global Stock
Global Technology[†]
International Disciplined Equity
International Discovery[†]
International Equity Index
International Stock
International Value Equity
Japan
Latin America
New Asia
Overseas Stock
QM Global Equity

Bond

Dynamic Credit
Dynamic Global Bond
Emerging Markets Bond
Emerging Markets Corporate Bond
Emerging Markets Local Currency
Bond
Global High Income Bond
Global Multi-Sector Bond
International Bond
International Bond (USD Hedged)

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

[†] Subject to certain exceptions, the fund is currently closed to new investors and new accounts.

^{*} The Target Date Funds are inclusive of the Retirement Funds, the Target Funds, and the Retirement Balanced Fund.

¹ *Retail Funds: You could lose money by investing in the Fund. Although the Fund seeks to preserve the value of your investment at \$1.00 per share, it cannot guarantee it will do so. Beginning October 14, 2016, the Fund may impose a fee upon the sale of your shares or may temporarily suspend your ability to sell shares if the Fund's liquidity falls below required minimums because of market conditions or other factors. An investment in the Fund is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. The Fund's sponsor has no legal obligation to provide financial support to the Fund, and you should not expect that the sponsor will provide financial support to the Fund at any time.*

² *Government Funds: You could lose money by investing in the Fund. Although the Fund seeks to preserve the value of your investment at \$1.00 per share, it cannot guarantee it will do so. An investment in the Fund is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. The Fund's sponsor has no legal obligation to provide financial support to the Fund, and you should not expect that the sponsor will provide financial support to the Fund at any time.*