

VICTORY CAPITAL HOLDINGS CORP  
Form NT 10-Q  
May 17, 2004

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

FORM 12b-25

NOTIFICATION OF LATE FILING

(Check One):

Form 10-K and Form 10-KSB  Form 20-F  Form 11-K  Form 10-Q and Form 10-QSB  
 Form N-SAR

For Period Ended: March 31, 2004  
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- Transition Report on Form 10-K
- Transition Report on Form 20-F
- Transition Report on Form 11-K
- Transition Report on Form 10-Q
- Transition Report on Form N-SAR

For the Transition Period Ended: \_\_\_\_\_

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Read Attached Instruction Sheet Before Preparing Form. Please Print o

Nothing in this form shall be construed to imply that the Commission has verified any in

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If the notification relates to a portion of the filing checked above, identify the Item(s) to whi

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PART I -- REGISTRANT INFORMATION

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Full Name of Registrant

Victory Capital Holdings Corporation

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Former Name if Applicable

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Address of Principal Executive Office (Street and Number)

7860 Mission Center Court #100

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City, State and Zip Code

San Diego, California 92108  
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PART II -- RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant is unable to file the report within the prescribed period, the following should be completed. (Check box if appropriate)

- | (a) The reasons described in reasonable detail in Part III of this form could not be filed without unreasonable effort or expense;
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- | (b) The subject annual report, semi-annual report, transition report on Form 10-K, or Form N-SAR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report of transition report on Form 10-Q or Form 10-QB will be filed on or before the fifth calendar day following the prescribed due date; and
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- | (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been at

PART III -- NARRATIVE

State below in reasonable detail the reasons why Forms 10-K and 10-KSB, 20-F, 11-K, 10-Q and 10-QB report or portion thereof, could not be filed within the prescribed period.

The Registrant is unable to file the subject report in a timely manner because the Registrant was not able to complete timely its financial statements without unreasonable effort or expense.

PART IV--OTHER INFORMATION

(1) Name and telephone number of person to contact in regard to this notification

|              |             |
|--------------|-------------|
| Harold Gregg | 800         |
| -----        | -----       |
| (Name)       | (Area Code) |

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).

(3) Is it anticipated that any significant change in results of operations from the corresponding report for the last fiscal year will be reflected by the earnings statements to be included in the report or portion thereof?

If so, attach an explanation of the anticipated change, both narratively and quantitatively, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

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=====  
Victory Capital Holding Corporation  
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(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized

Date: May 17, 2004  
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By: /s/ Harold  
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INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized person. The name and title of the person signing the form shall be typed or printed beneath the signature. If the form is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of such authority shall be filed with the form.

----- ATTENTION -----

Intentional misstatements or omissions of fact constitute Federal Criminal Violation  
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