



## PROSPECTUS

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TRRJX

TRRDY

TRRKX

TRRMX

TRRNX

TRRIX

## T. Rowe Price

Retirement 2005 Fund

Retirement 2010 Fund

Retirement 2015 Fund

Retirement 2020 Fund

Retirement 2025 Fund

Retirement 2030 Fund

Retirement 2035 Fund

Retirement 2040 Fund

Retirement 2045 Fund

Retirement 2050 Fund

Retirement 2055 Fund

Retirement Income Fund

October 1, 2013

Twelve retirement funds that invest in a combination of T. Rowe Price stock and bond funds in pursuit of different risk and reward goals.

*The Securities and Exchange Commission (SEC) has not approved or disapproved these securities or passed upon the adequacy of this prospectus. Any representation to the contrary is a criminal offense.*



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**Mutual fund shares are not deposits or obligations of, or guaranteed by, any depository institution. Shares are not insured by the Federal Deposit Insurance Corporation, Federal Reserve, or any other government agency, and are subject to investment risks, including possible loss of the principal amount invested.**

# SUMMARY

## T. Rowe Price Retirement 2005 Fund

### Investment Objective

The fund seeks the highest total return over time consistent with an emphasis on both capital growth and income.

### Fees and Expenses

This table describes the fees and expenses that you may pay if you buy and hold shares of the fund.

#### Fees and Expenses of the Fund\*

<i>Shareholder fees (fees paid directly from your investment)</i>	
Maximum sales charge (load) imposed on purchases	NONE
Maximum deferred sales charge (load)	NONE
Redemption fee	NONE
Maximum account fee	\$20 <sup>a</sup>
<i>Annual fund operating expenses (expenses that you pay each year as a percentage of the value of your investment)</i>	
Management fees	0.00%
Distribution and service (12b-1) fees	0.00%
Other expenses	0.00%
Acquired fund fees and expenses	0.59%
<b>Total annual fund operating expenses</b>	<b>0.59%</b>

\* While the fund itself charges no management fee, it will indirectly bear its pro-rata share of the expenses of the underlying T. Rowe Price funds in which it invests (acquired funds). The acquired funds are expected to bear the operating expenses of the fund.

<sup>a</sup> Subject to certain exceptions, accounts with a balance of less than \$10,000 are charged an annual \$20 fee.

**Example** This example is intended to help you compare the cost of investing in the fund with the cost of investing in other mutual funds. The example assumes that you invest \$10,000 in the fund for the time periods indicated and then redeem all of your shares at the end of those periods. The example also assumes that your investment has a 5% return each year and that the fund's operating expenses remain the same. Although your actual costs may be higher or lower, based on these assumptions your costs would be:

<i>1 year</i>	<i>3 years</i>	<i>5 years</i>	<i>10 years</i>
\$60	\$189	\$329	\$738

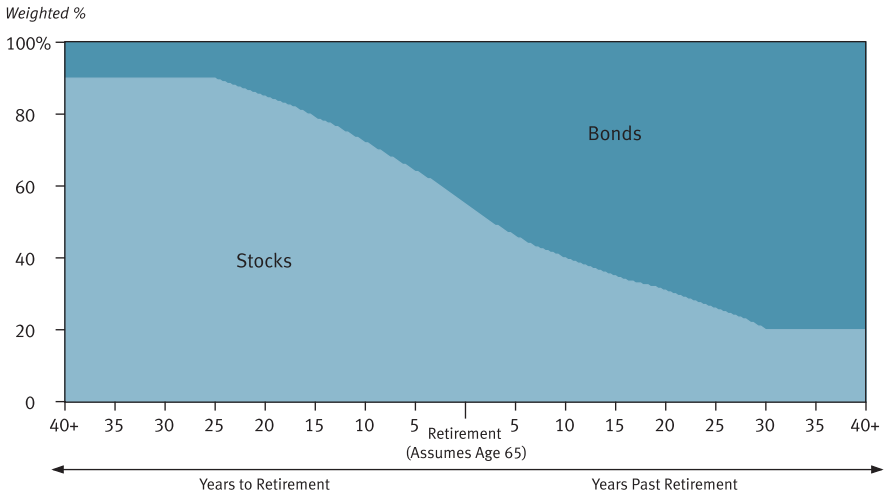
**Portfolio Turnover** The fund pays transaction costs, such as commissions, when it buys and sells securities (or “turns over” its portfolio). A higher portfolio turnover rate may indicate higher transaction costs and may result in higher taxes when fund shares are held in a taxable account. These costs, which are not reflected in annual fund operating expenses or in the example, affect the fund’s performance. During the most recent fiscal year, the fund’s portfolio turnover rate was 15.7% of the average value of its portfolio.

### **Investments, Risks, and Performance**

**Principal Investment Strategies** The fund pursues its objective by investing in a diversified portfolio of other T. Rowe Price stock and bond funds that represent various asset classes and sectors. The fund’s allocation between T. Rowe Price stock and bond funds will change over time in relation to its target retirement date.

The fund is managed based on the specific retirement year (target date 2005) included in its name and assumes a retirement age of 65. The target date refers to the approximate year an investor in the fund would plan to retire and likely stop making new investments in the fund. The fund is designed for an investor who retired at or about the target date and who plans to withdraw the value of the account in the fund gradually after retirement. However, if an investor retires significantly earlier or later than age 65, the fund may not be an appropriate investment even if the investor retires on or near the fund’s target date.

Over time, the allocation to asset classes and funds will change according to a predetermined “glide path” shown in the following chart. The glide path represents the shifting of asset classes over time and shows how the fund’s asset mix becomes more conservative—both prior to and after retirement—as time elapses. This reflects the need for reduced market risks as retirement approaches and the need for lower portfolio volatility after retiring. Although the glide path is meant to dampen the fund’s potential volatility as retirement approaches, the fund is not designed for a lump sum redemption at the retirement date. The fund pursues an asset allocation strategy that promotes asset accumulation prior to retirement, but it is intended to also serve as a post-retirement investment vehicle with allocations designed to support an income stream made up of regular withdrawals throughout retirement along with some portfolio growth that exceeds inflation. After the target date, the fund is designed to balance longevity and inflation risks along with the need for some income, although it does not guarantee a particular level of income.



At the target date, the fund's allocation to stocks was approximately 55% of its assets. The fund's exposure to stocks will continue to decline until approximately 30 years after its target date, when its allocation to stocks will remain fixed at approximately 20% of its assets and the remainder will be invested in bonds. There are no maturity restrictions within the fund's overall allocation to bonds, although the bond funds in which the fund invests may impose specific limits on maturity or credit quality. The allocations shown in the glide path are referred to as "neutral" allocations because they do not reflect any tactical decisions made by T. Rowe Price to overweight or underweight a particular asset class or sector based on its market outlook. The target allocations assigned to the broad asset classes (Stocks and Bonds), which reflect these tactical decisions resulting from market outlook, are not expected to vary from the neutral allocations set forth in the glide path by more than plus (+) or minus (-) five percentage (5%) points.

The following table details the way the portfolio is generally expected to be allocated between the asset classes. The table also shows the sectors within those broad asset classes to which the portfolio will have exposure, and the expected allocations to the T. Rowe Price funds that will be used to represent those sectors. The information in the table represents the neutral allocations for the fund as of October 1, 2013. The target allocations and actual allocations may differ. The fund's shareholder reports set forth its actual allocations between stock funds and bond funds and to the individual T. Rowe Price funds.

**2005 Fund**

<b>Asset Class</b>		<b>Sector</b>	<b>Fund</b>	<b>Neutral Allocation</b>
Stocks	42.00%	Domestic Large-Cap Stocks	Equity Index 500	21.50%
			Growth Stock	0.00
			Value	0.00
		Domestic Mid-Cap Stocks	Mid-Cap Growth	1.68
			Mid-Cap Value	1.68
			Domestic Small-Cap Stocks	New Horizons
		International Developed Market Stocks	Small-Cap Stock	1.03
			Small-Cap Value	1.02
			International Growth & Income	3.39
			International Stock	3.39
			Overseas Stock	3.39
			Emerging Markets Stock	1.80
Inflation Focused Stocks	Real Assets	2.10		
Bonds	58.00	Domestic Investment-Grade Bonds	New Income	29.05
			High Yield	4.15
		International Bonds	Emerging Markets Bond	4.15
			International Bond	4.15
		Inflation Focused Bonds	Inflation Focused Bond	16.50

**Principal Risks** As with any mutual fund, there is no guarantee that the fund will achieve its objective. The fund's share price fluctuates, which means you could lose money by investing in the fund. You may experience losses, including losses near, at, or after the target retirement date. There is no guarantee that the fund will provide adequate income at and through your retirement. The principal risks of investing in this fund are summarized as follows:

**Asset allocation risk** The fund's risks will directly correspond to the risks of the underlying funds in which it invests. By investing in many underlying funds, the fund has partial exposure to the risks of many different areas of the market, and the fund's overall level of risk should decline over time. However, the selection of the underlying funds and the allocation of the fund's assets among the various asset classes and market sectors could cause the fund to underperform other funds with a similar investment objective.

**General equity risk** Stocks generally fluctuate in value more than bonds and may decline significantly over short periods. As with any fund having equity exposure, the fund's share price can fall because of overall weakness in the stock market. The value of a stock fund in which the fund invests may decline due to general market conditions or because of factors that affect a particular industry or market sector.

**Small- and mid-cap stock risk** Investing in small- and mid-cap funds entails greater risk than investing in funds that focus on larger companies. Stocks of smaller

companies are usually more volatile than stocks of larger companies because smaller companies usually have more limited financial resources, less experienced management, and less publicly available information, and seldom pay significant dividends that could help to cushion returns in a falling market.

**Investment style risk** Because the fund invests in stock funds with both growth and value characteristics, its share price may be negatively affected if either investing approach falls out of favor. Growth stocks tend to be more volatile than certain other types of stocks and are more sensitive to changes in current or expected earnings. Value stocks carry the risk that investors will not recognize their intrinsic value for a long time or that they are actually appropriately priced at a low level.

**Interest rate risk** This is the risk that a rise in interest rates could cause the price of a bond fund in which the fund invests to fall. Generally, the longer the weighted average maturity of an underlying fund, the greater its interest rate risk.

**Credit risk** This is the risk that an issuer of a debt security held by an underlying bond fund could suffer an adverse change in financial condition that results in a payment default, security downgrade, or inability to meet a financial obligation, thereby negatively affecting the fund's price or yield. The fund's exposure to credit risk is increased to the extent it invests in bond funds that hold securities rated as below investment-grade, also known as "junk" bonds. Junk bonds carry a higher risk of default and should be considered speculative.

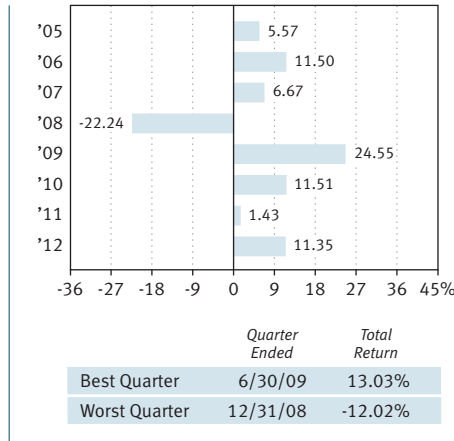
**Liquidity risk** This is the risk that a fund may not be able to sell a holding in a timely manner at a desired price. This risk could affect both stock and bond funds in which the fund invests.

**Foreign investing risk** This is the risk that the fund's investments in international funds may be adversely affected by economic conditions or developments overseas, or decreases in foreign currency values relative to the U.S. dollar. The risks are heightened for underlying funds that focus on emerging markets.

**Performance** The bar chart showing calendar year returns and the average annual total returns table indicate risk by illustrating how much returns can differ from one year to the next and how fund performance compares with that of a comparable market index. The fund's past performance (before and after taxes) is not necessarily an indication of future performance.

The fund can also experience short-term performance swings, as shown by the best and worst calendar quarter returns during the years depicted.

**Retirement 2005 Fund**  
Calendar Year Returns



The fund's return for the six months ended 6/30/13 was 2.22%.

In addition, the average annual total returns table shows hypothetical after-tax returns to suggest how taxes paid by a shareholder may influence returns. After-tax returns are calculated using the historical highest individual federal marginal income tax rates and do not reflect the impact of state and local taxes. Actual after-tax returns depend on an investor's tax situation and may differ from those shown. After-tax returns shown are not relevant to investors who hold their fund shares through tax-deferred arrangements, such as a 401(k) account or individual retirement account.

**Average Annual Total Returns**

	Periods ended <b>December 31, 2012</b>		
	<b>1 Year</b>	<b>5 Years</b>	<b>Since inception (2/27/04)</b>
<b>2005 Fund</b>			
Returns before taxes	11.35 %	4.05 %	5.77 %
Returns after taxes on distributions	10.57	3.08	4.82
Returns after taxes on distributions and sale of fund shares	7.56	2.95	4.53
S&P Target Date Retirement Income Index (reflects no deduction for fees, expenses, or taxes)	7.51	3.37	4.51
Combined Index Portfolio (reflects no deduction for fees, expenses, or taxes) <sup>a</sup>	9.54	3.17	5.13

<sup>a</sup> Combined Index Portfolio is an unmanaged portfolio composed of 42.50% stocks (29.75% Russell 3000 Index, 12.75% MSCI All Country World Index ex USA), and 57.50% bonds (41.50% Barclays U.S. Aggregate Bond Index, 16.00% Barclays U.S. 1-5 Year Treasury TIPS Index). The percentages will vary over time and the indices may vary over time.



Updated performance information is available through [troweprice.com](http://troweprice.com) or may be obtained by calling 1-800-225-5132.

## Management

**Investment Adviser** T. Rowe Price Associates, Inc. (T. Rowe Price)

Portfolio Manager	Title	Managed Fund Since	Joined Investment Adviser
Jerome A. Clark	Chairman of Investment Advisory Committee	2004	1992

## Purchase and Sale of Fund Shares

The fund's investment minimums generally are as follows (if you hold shares through a financial intermediary, the intermediary may impose different investment minimums):

<i>Type of Account</i>	<i>Minimum initial purchase</i>	<i>Minimum subsequent purchase</i>
Individual retirement accounts, small business retirement plan accounts, and Uniform Gifts to Minors Act or Uniform Transfers to Minors Act accounts	\$1,000	\$100
All other accounts	2,500	100

You may purchase, redeem, or exchange shares of the fund on any day the New York Stock Exchange is open for business by accessing your account online at [troweprice.com](http://troweprice.com), by calling 1-800-225-5132, or by written request. If you hold shares through a financial intermediary, you must purchase, redeem, and exchange shares through your intermediary.

## Tax Information

Any dividends or capital gains are declared and paid annually, usually in December. Distributions by the fund, whether or not you reinvest these amounts in additional fund shares, may be taxed as ordinary income or capital gains unless you invest through a tax-deferred account. A redemption or exchange of fund shares may be taxable.

## Payments to Broker-Dealers and Other Financial Intermediaries

If you purchase shares of the fund through a broker-dealer or other financial intermediary (such as a bank), the fund and its related companies may pay the intermediary for the sale of fund shares and related services. These payments may create a conflict of interest by influencing the broker-dealer or other intermediary and your salesperson to recommend the fund over another investment. Ask your salesperson or visit your financial intermediary's website for more information.

# SUMMARY

## T. Rowe Price Retirement 2010 Fund

### Investment Objective

The fund seeks the highest total return over time consistent with an emphasis on both capital growth and income.

### Fees and Expenses

This table describes the fees and expenses that you may pay if you buy and hold shares of the fund.

#### *Fees and Expenses of the Fund\**

<i>Shareholder fees (fees paid directly from your investment)</i>	
Maximum sales charge (load) imposed on purchases	NONE
Maximum deferred sales charge (load)	NONE
Redemption fee	NONE
Maximum account fee	\$20 <sup>a</sup>
<i>Annual fund operating expenses (expenses that you pay each year as a percentage of the value of your investment)</i>	
Management fees	0.00%
Distribution and service (12b-1) fees	0.00%
Other expenses	0.00%
Acquired fund fees and expenses	0.60%
<b>Total annual fund operating expenses</b>	<b>0.60%</b>

\* While the fund itself charges no management fee, it will indirectly bear its pro-rata share of the expenses of the underlying T. Rowe Price funds in which it invests (acquired funds). The acquired funds are expected to bear the operating expenses of the fund.

<sup>a</sup> Subject to certain exceptions, accounts with a balance of less than \$10,000 are charged an annual \$20 fee.

**Example** This example is intended to help you compare the cost of investing in the fund with the cost of investing in other mutual funds. The example assumes that you invest \$10,000 in the fund for the time periods indicated and then redeem all of your shares at the end of those periods. The example also assumes that your investment has a 5% return each year and that the fund's operating expenses remain the same. Although your actual costs may be higher or lower, based on these assumptions your costs would be:

<i>1 year</i>	<i>3 years</i>	<i>5 years</i>	<i>10 years</i>
\$61	\$192	\$335	\$750

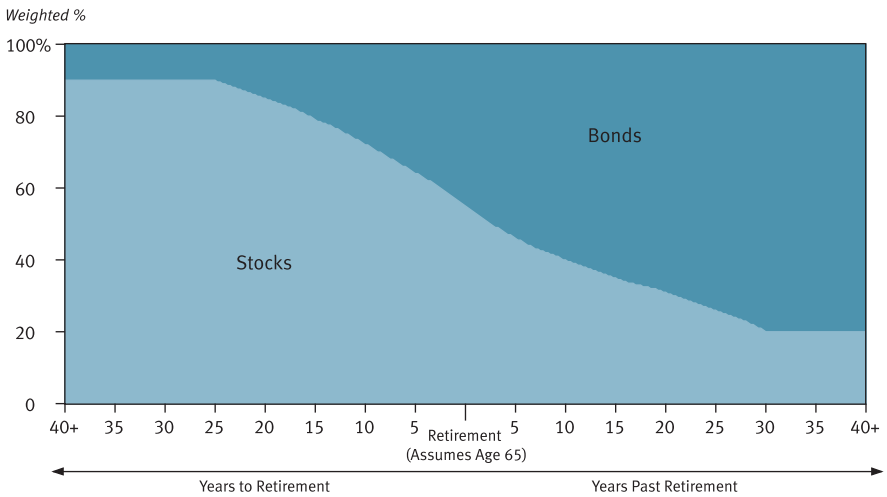
**Portfolio Turnover** The fund pays transaction costs, such as commissions, when it buys and sells securities (or “turns over” its portfolio). A higher portfolio turnover rate may indicate higher transaction costs and may result in higher taxes when fund shares are held in a taxable account. These costs, which are not reflected in annual fund operating expenses or in the example, affect the fund’s performance. During the most recent fiscal year, the fund’s portfolio turnover rate was 16.5% of the average value of its portfolio.

### **Investments, Risks, and Performance**

**Principal Investment Strategies** The fund pursues its objective by investing in a diversified portfolio of other T. Rowe Price stock and bond funds that represent various asset classes and sectors. The fund’s allocation between T. Rowe Price stock and bond funds will change over time in relation to its target retirement date.

The fund is managed based on the specific retirement year (target date 2010) included in its name and assumes a retirement age of 65. The target date refers to the approximate year an investor in the fund would plan to retire and likely stop making new investments in the fund. The fund is designed for an investor who retired at or about the target date and who plans to withdraw the value of the account in the fund gradually after retirement. However, if an investor retires significantly earlier or later than age 65, the fund may not be an appropriate investment even if the investor retires on or near the fund’s target date.

Over time, the allocation to asset classes and funds will change according to a predetermined “glide path” shown in the following chart. The glide path represents the shifting of asset classes over time and shows how the fund’s asset mix becomes more conservative—both prior to and after retirement—as time elapses. This reflects the need for reduced market risks as retirement approaches and the need for lower portfolio volatility after retiring. Although the glide path is meant to dampen the fund’s potential volatility as retirement approaches, the fund is not designed for a lump sum redemption at the retirement date. The fund pursues an asset allocation strategy that promotes asset accumulation prior to retirement, but it is intended to also serve as a post-retirement investment vehicle with allocations designed to support an income stream made up of regular withdrawals throughout retirement along with some portfolio growth that exceeds inflation. After the target date, the fund is designed to balance longevity and inflation risks along with the need for some income, although it does not guarantee a particular level of income.



At the target date, the fund's allocation to stocks was approximately 55% of its assets. The fund's exposure to stocks will continue to decline until approximately 30 years after its target date, when its allocation to stocks will remain fixed at approximately 20% of its assets and the remainder will be invested in bonds. There are no maturity restrictions within the fund's overall allocation to bonds, although the bond funds in which the fund invests may impose specific limits on maturity or credit quality. The allocations shown in the glide path are referred to as "neutral" allocations because they do not reflect any tactical decisions made by T. Rowe Price to overweight or underweight a particular asset class or sector based on its market outlook. The target allocations assigned to the broad asset classes (Stocks and Bonds), which reflect these tactical decisions resulting from market outlook, are not expected to vary from the neutral allocations set forth in the glide path by more than plus (+) or minus (-) five percentage (5%) points.

The following table details the way the portfolio is generally expected to be allocated between the asset classes. The table also shows the sectors within those broad asset classes to which the portfolio will have exposure, and the expected allocations to the T. Rowe Price funds that will be used to represent those sectors. The information in the table represents the neutral allocations for the fund as of October 1, 2013. The target allocations and actual allocations may differ. The fund's shareholder reports set forth its actual allocations between stock funds and bond funds and to the individual T. Rowe Price funds.

**2010 Fund**

<b>Asset Class</b>		<b>Sector</b>	<b>Fund</b>	<b>Neutral Allocation</b>
Stocks	49.00%	Domestic Large-Cap Stocks	Equity Index 500	24.65%
			Growth Stock	0.22
			Value	0.22
		Domestic Mid-Cap Stocks	Mid-Cap Growth	1.96
			Mid-Cap Value	1.96
		Domestic Small-Cap Stocks	New Horizons	1.19
			Small-Cap Stock	1.20
			Small-Cap Value	1.19
			International Developed Market Stocks	International Growth & Income
		International Emerging Market Stocks	International Stock	3.95
			Overseas Stock	
Emerging Markets Stock	2.09			
Inflation Focused Stocks	Real Assets		2.45	
Bonds	51.00		Domestic Investment-Grade Bonds	New Income
		Domestic High Yield Bonds		High Yield
		International Bonds	Emerging Markets Bond	3.80
			International Bond	3.80
		Inflation Focused Bonds	Inflation Focused Bond	13.00

**Principal Risks** As with any mutual fund, there is no guarantee that the fund will achieve its objective. The fund's share price fluctuates, which means you could lose money by investing in the fund. You may experience losses, including losses near, at, or after the target retirement date. There is no guarantee that the fund will provide adequate income at and through your retirement. The principal risks of investing in this fund are summarized as follows:

**Asset allocation risk** The fund's risks will directly correspond to the risks of the underlying funds in which it invests. By investing in many underlying funds, the fund has partial exposure to the risks of many different areas of the market, and the fund's overall level of risk should decline over time. However, the selection of the underlying funds and the allocation of the fund's assets among the various asset classes and market sectors could cause the fund to underperform other funds with a similar investment objective.

**General equity risk** Stocks generally fluctuate in value more than bonds and may decline significantly over short periods. As with any fund having equity exposure, the fund's share price can fall because of overall weakness in the stock market. The value of a stock fund in which the fund invests may decline due to general market conditions or because of factors that affect a particular industry or market sector.

**Small- and mid-cap stock risk** Investing in small- and mid-cap funds entails greater risk than investing in funds that focus on larger companies. Stocks of smaller

companies are usually more volatile than stocks of larger companies because smaller companies usually have more limited financial resources, less experienced management, and less publicly available information, and seldom pay significant dividends that could help to cushion returns in a falling market.

**Investment style risk** Because the fund invests in stock funds with both growth and value characteristics, its share price may be negatively affected if either investing approach falls out of favor. Growth stocks tend to be more volatile than certain other types of stocks and are more sensitive to changes in current or expected earnings. Value stocks carry the risk that investors will not recognize their intrinsic value for a long time or that they are actually appropriately priced at a low level.

**Interest rate risk** This is the risk that a rise in interest rates could cause the price of a bond fund in which the fund invests to fall. Generally, the longer the weighted average maturity of an underlying fund, the greater its interest rate risk.

**Credit risk** This is the risk that an issuer of a debt security held by an underlying bond fund could suffer an adverse change in financial condition that results in a payment default, security downgrade, or inability to meet a financial obligation, thereby negatively affecting the fund's price or yield. The fund's exposure to credit risk is increased to the extent it invests in bond funds that hold securities rated as below investment-grade, also known as "junk" bonds. Junk bonds carry a higher risk of default and should be considered speculative.

**Liquidity risk** This is the risk that a fund may not be able to sell a holding in a timely manner at a desired price. This risk could affect both stock and bond funds in which the fund invests.

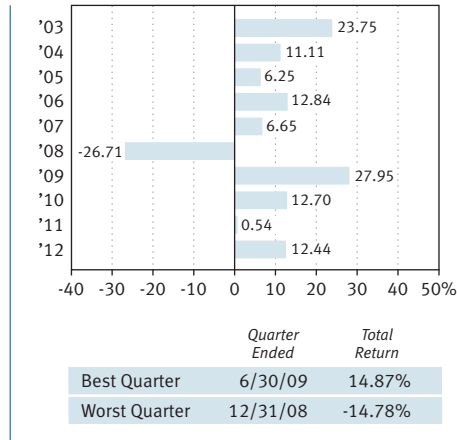
**Foreign investing risk** This is the risk that the fund's investments in international funds may be adversely affected by economic conditions or developments overseas, or decreases in foreign currency values relative to the U.S. dollar. The risks are heightened for underlying funds that focus on emerging markets.

**Performance** The bar chart showing calendar year returns and the average annual total returns table indicate risk by illustrating how much returns can differ from one year to the next and how fund performance compares with that of a comparable market index. The fund's past performance (before and after taxes) is not necessarily an indication of future performance.

The fund can also experience short-term performance swings, as shown by the best and worst calendar quarter returns during the years depicted.

## Retirement 2010 Fund

## Calendar Year Returns



The fund's return for the six months ended 6/30/13 was 3.10%.

In addition, the average annual total returns table shows hypothetical after-tax returns to suggest how taxes paid by a shareholder may influence returns. After-tax returns are calculated using the historical highest individual federal marginal income tax rates and do not reflect the impact of state and local taxes. Actual after-tax returns depend on an investor's tax situation and may differ from those shown. After-tax returns shown are not relevant to investors who hold their fund shares through tax-deferred arrangements, such as a 401(k) account or individual retirement account.

## Average Annual Total Returns

	Periods ended December 31, 2012		
	1 Year	5 Years	10 Years
<b>2010 Fund</b>			
Returns before taxes	12.44 %	3.62 %	7.70 %
Returns after taxes on distributions	11.64	2.74	6.90
Returns after taxes on distributions and sale of fund shares	8.27	2.63	6.38
S&P Target Date 2010 Index (reflects no deduction for fees, expenses, or taxes)	8.94	3.19	6.28
Combined Index Portfolio (reflects no deduction for fees, expenses, or taxes) <sup>a</sup>	10.60	2.88	7.05

<sup>a</sup> Combined Index Portfolio is an unmanaged portfolio composed of 49.50% stocks (34.65% Russell 3000 Index, 14.85% MSCI All Country World Index ex USA), and 50.50% bonds (37.50% Barclays U.S. Aggregate Bond Index, 13.00% Barclays U.S. 1-5 Year Treasury TIPS Index). The percentages will vary over time and the indices may vary over time.

Updated performance information is available through [troweprice.com](http://troweprice.com) or may be obtained by calling 1-800-225-5132.

## Management

**Investment Adviser** T. Rowe Price Associates, Inc. (T. Rowe Price)

Portfolio Manager	Title	Managed Fund Since	Joined Investment Adviser
Jerome A. Clark	Chairman of Investment Advisory Committee	2002	1992

## Purchase and Sale of Fund Shares

The fund's investment minimums generally are as follows (if you hold shares through a financial intermediary, the intermediary may impose different investment minimums):

<i>Type of Account</i>	<i>Minimum initial purchase</i>	<i>Minimum subsequent purchase</i>
Individual retirement accounts, small business retirement plan accounts, and Uniform Gifts to Minors Act or Uniform Transfers to Minors Act accounts	\$1,000	\$100
All other accounts	2,500	100

You may purchase, redeem, or exchange shares of the fund on any day the New York Stock Exchange is open for business by accessing your account online at [troweprice.com](http://troweprice.com), by calling 1-800-225-5132, or by written request. If you hold shares through a financial intermediary, you must purchase, redeem, and exchange shares through your intermediary.

## Tax Information

Any dividends or capital gains are declared and paid annually, usually in December. Distributions by the fund, whether or not you reinvest these amounts in additional fund shares, may be taxed as ordinary income or capital gains unless you invest through a tax-deferred account. A redemption or exchange of fund shares may be taxable.

## Payments to Broker-Dealers and Other Financial Intermediaries

If you purchase shares of the fund through a broker-dealer or other financial intermediary (such as a bank), the fund and its related companies may pay the intermediary for the sale of fund shares and related services. These payments may create a conflict of interest by influencing the broker-dealer or other intermediary and your salesperson to recommend the fund over another investment. Ask your salesperson or visit your financial intermediary's website for more information.



# SUMMARY

## T. Rowe Price Retirement 2015 Fund

### Investment Objective

The fund seeks the highest total return over time consistent with an emphasis on both capital growth and income.

### Fees and Expenses

This table describes the fees and expenses that you may pay if you buy and hold shares of the fund.

#### Fees and Expenses of the Fund\*

<i>Shareholder fees (fees paid directly from your investment)</i>	
Maximum sales charge (load) imposed on purchases	NONE
Maximum deferred sales charge (load)	NONE
Redemption fee	NONE
Maximum account fee	\$20 <sup>a</sup>
<i>Annual fund operating expenses (expenses that you pay each year as a percentage of the value of your investment)</i>	
Management fees	0.00%
Distribution and service (12b-1) fees	0.00%
Other expenses	0.00%
Acquired fund fees and expenses	0.65%
<b>Total annual fund operating expenses</b>	<b>0.65%</b>

\* While the fund itself charges no management fee, it will indirectly bear its pro-rata share of the expenses of the underlying T. Rowe Price funds in which it invests (acquired funds). The acquired funds are expected to bear the operating expenses of the fund.

<sup>a</sup> Subject to certain exceptions, accounts with a balance of less than \$10,000 are charged an annual \$20 fee.

**Example** This example is intended to help you compare the cost of investing in the fund with the cost of investing in other mutual funds. The example assumes that you invest \$10,000 in the fund for the time periods indicated and then redeem all of your shares at the end of those periods. The example also assumes that your investment has a 5% return each year and that the fund's operating expenses remain the same. Although your actual costs may be higher or lower, based on these assumptions your costs would be:

<i>1 year</i>	<i>3 years</i>	<i>5 years</i>	<i>10 years</i>
\$66	\$208	\$362	\$810

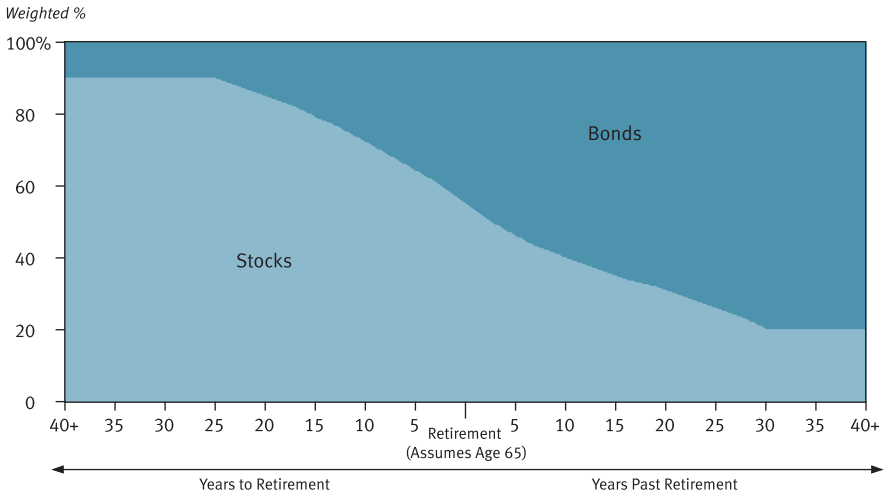
**Portfolio Turnover** The fund pays transaction costs, such as commissions, when it buys and sells securities (or “turns over” its portfolio). A higher portfolio turnover rate may indicate higher transaction costs and may result in higher taxes when fund shares are held in a taxable account. These costs, which are not reflected in annual fund operating expenses or in the example, affect the fund’s performance. During the most recent fiscal year, the fund’s portfolio turnover rate was 14.5% of the average value of its portfolio.

### **Investments, Risks, and Performance**

**Principal Investment Strategies** The fund pursues its objective by investing in a diversified portfolio of other T. Rowe Price stock and bond funds that represent various asset classes and sectors. The fund’s allocation between T. Rowe Price stock and bond funds will change over time in relation to its target retirement date.

The fund is managed based on the specific retirement year (target date 2015) included in its name and assumes a retirement age of 65. The target date refers to the approximate year an investor in the fund would plan to retire and likely stop making new investments in the fund. The fund is designed for an investor who anticipates retiring at or about the target date and who plans to withdraw the value of the account in the fund gradually after retirement. However, if an investor retires significantly earlier or later than age 65, the fund may not be an appropriate investment even if the investor retires on or near the fund’s target date.

Over time, the allocation to asset classes and funds will change according to a predetermined “glide path” shown in the following chart. The glide path represents the shifting of asset classes over time and shows how the fund’s asset mix becomes more conservative—both prior to and after retirement—as time elapses. This reflects the need for reduced market risks as retirement approaches and the need for lower portfolio volatility after retiring. Although the glide path is meant to dampen the fund’s potential volatility as retirement approaches, the fund is not designed for a lump sum redemption at the retirement date. The fund pursues an asset allocation strategy that promotes asset accumulation prior to retirement, but it is intended to also serve as a post-retirement investment vehicle with allocations designed to support an income stream made up of regular withdrawals throughout retirement along with some portfolio growth that exceeds inflation. After the target date, the fund is designed to balance longevity and inflation risks along with the need for some income, although it does not guarantee a particular level of income.



At the target date, the fund's allocation to stocks is anticipated to be approximately 55% of its assets. The fund's exposure to stocks will continue to decline until approximately 30 years after its target date, when its allocation to stocks will remain fixed at approximately 20% of its assets and the remainder will be invested in bonds. There are no maturity restrictions within the fund's overall allocation to bonds, although the bond funds in which the fund invests may impose specific limits on maturity or credit quality. The allocations shown in the glide path are referred to as "neutral" allocations because they do not reflect any tactical decisions made by T. Rowe Price to overweight or underweight a particular asset class or sector based on its market outlook. The target allocations assigned to the broad asset classes (Stocks and Bonds), which reflect these tactical decisions resulting from market outlook, are not expected to vary from the neutral allocations set forth in the glide path by more than plus (+) or minus (-) five percentage (5%) points.

The following table details the way the portfolio is generally expected to be allocated between the asset classes. The table also shows the sectors within those broad asset classes to which the portfolio will have exposure, and the expected allocations to the T. Rowe Price funds that will be used to represent those sectors. The information in the table represents the neutral allocations for the fund as of October 1, 2013. The target allocations and actual allocations may differ. The fund's shareholder reports set forth its actual allocations between stock funds and bond funds and to the individual T. Rowe Price funds.

**2015 Fund**

<b>Asset Class</b>		<b>Sector</b>	<b>Fund</b>	<b>Neutral Allocation</b>
Stocks	58.50%	Domestic Large-Cap Stocks	Equity Index 500	20.95%
			Growth Stock	4.51
			Value	4.51
		Domestic Mid-Cap Stocks	Mid-Cap Growth	2.33
			Mid-Cap Value	2.33
			Domestic Small-Cap Stocks	New Horizons
		Small-Cap Stock		1.42
		Small-Cap Value		1.43
		International Developed Market Stocks	International Growth & Income	4.72
			International Stock	4.72
			Overseas Stock	4.73
		International Emerging Market Stocks	Emerging Markets Stock	2.50
			Inflation Focused Stocks	Real Assets
Bonds	41.50	Domestic Investment-Grade Bonds	New Income	23.45
			Domestic High Yield Bonds	3.35
		International Bonds	Emerging Markets Bond	3.35
			International Bond	3.35
		Inflation Focused Bonds	Inflation Focused Bond	8.00

**Principal Risks** As with any mutual fund, there is no guarantee that the fund will achieve its objective. The fund's share price fluctuates, which means you could lose money by investing in the fund. You may experience losses, including losses near, at, or after the target retirement date. There is no guarantee that the fund will provide adequate income at and through your retirement. The principal risks of investing in this fund are summarized as follows:

**Asset allocation risk** The fund's risks will directly correspond to the risks of the underlying funds in which it invests. By investing in many underlying funds, the fund has partial exposure to the risks of many different areas of the market, and the fund's overall level of risk should decline over time. However, the selection of the underlying funds and the allocation of the fund's assets among the various asset classes and market sectors could cause the fund to underperform other funds with a similar investment objective.

**General equity risk** Stocks generally fluctuate in value more than bonds and may decline significantly over short periods. As with any fund having equity exposure, the fund's share price can fall because of overall weakness in the stock market. The value of a stock fund in which the fund invests may decline due to general market conditions or because of factors that affect a particular industry or market sector.

**Small- and mid-cap stock risk** Investing in small- and mid-cap funds entails greater risk than investing in funds that focus on larger companies. Stocks of smaller

companies are usually more volatile than stocks of larger companies because smaller companies usually have more limited financial resources, less experienced management, and less publicly available information, and seldom pay significant dividends that could help to cushion returns in a falling market.

**Investment style risk** Because the fund invests in stock funds with both growth and value characteristics, its share price may be negatively affected if either investing approach falls out of favor. Growth stocks tend to be more volatile than certain other types of stocks and are more sensitive to changes in current or expected earnings. Value stocks carry the risk that investors will not recognize their intrinsic value for a long time or that they are actually appropriately priced at a low level.

**Interest rate risk** This is the risk that a rise in interest rates could cause the price of a bond fund in which the fund invests to fall. Generally, the longer the weighted average maturity of an underlying fund, the greater its interest rate risk.

**Credit risk** This is the risk that an issuer of a debt security held by an underlying bond fund could suffer an adverse change in financial condition that results in a payment default, security downgrade, or inability to meet a financial obligation, thereby negatively affecting the fund's price or yield. The fund's exposure to credit risk is increased to the extent it invests in bond funds that hold securities rated as below investment-grade, also known as "junk" bonds. Junk bonds carry a higher risk of default and should be considered speculative.

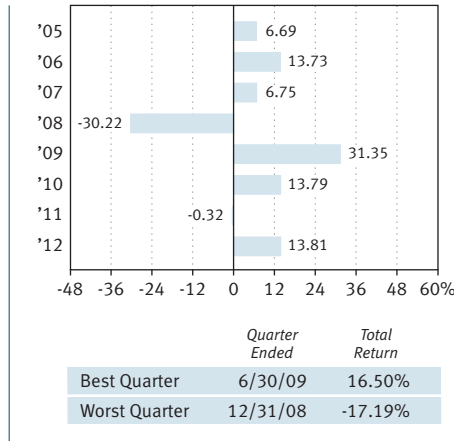
**Liquidity risk** This is the risk that a fund may not be able to sell a holding in a timely manner at a desired price. This risk could affect both stock and bond funds in which the fund invests.

**Foreign investing risk** This is the risk that the fund's investments in international funds may be adversely affected by economic conditions or developments overseas, or decreases in foreign currency values relative to the U.S. dollar. The risks are heightened for underlying funds that focus on emerging markets.

**Performance** The bar chart showing calendar year returns and the average annual total returns table indicate risk by illustrating how much returns can differ from one year to the next and how fund performance compares with that of a comparable market index. The fund's past performance (before and after taxes) is not necessarily an indication of future performance.

The fund can also experience short-term performance swings, as shown by the best and worst calendar quarter returns during the years depicted.

**Retirement 2015 Fund**  
Calendar Year Returns



The fund's return for the six months ended 6/30/13 was 4.27%.

In addition, the average annual total returns table shows hypothetical after-tax returns to suggest how taxes paid by a shareholder may influence returns. After-tax returns are calculated using the historical highest individual federal marginal income tax rates and do not reflect the impact of state and local taxes. Actual after-tax returns depend on an investor's tax situation and may differ from those shown. After-tax returns shown are not relevant to investors who hold their fund shares through tax-deferred arrangements, such as a 401(k) account or individual retirement account.

**Average Annual Total Returns**

	Periods ended December 31, 2012		
	1 Year	5 Years	Since inception (2/27/04)
<b>2015 Fund</b>			
Returns before taxes	13.81 %	3.42 %	5.94 %
Returns after taxes on distributions	13.13	2.66	5.20
Returns after taxes on distributions and sale of fund shares	9.20	2.54	4.82
S&P Target Date 2015 Index (reflects no deduction for fees, expenses, or taxes)	10.32	2.98	5.00
Combined Index Portfolio (reflects no deduction for fees, expenses, or taxes) <sup>a</sup>	11.95	2.69	5.30

<sup>a</sup> Combined Index Portfolio is an unmanaged portfolio composed of 59.50% stocks (41.65% Russell 3000 Index, 17.85% MSCI All Country World Index ex USA), and 40.50% bonds (33.00% Barclays U.S. Aggregate Bond Index, 7.50% Barclays U.S. 1-5 Year Treasury TIPS Index). The percentages will vary over time and the indices may vary over time.

Updated performance information is available through [troweprice.com](http://troweprice.com) or may be obtained by calling 1-800-225-5132.

## Management

**Investment Adviser** T. Rowe Price Associates, Inc. (T. Rowe Price)

Portfolio Manager	Title	Managed Fund Since	Joined Investment Adviser
Jerome A. Clark	Chairman of Investment Advisory Committee	2004	1992

## Purchase and Sale of Fund Shares

The fund's investment minimums generally are as follows (if you hold shares through a financial intermediary, the intermediary may impose different investment minimums):

<i>Type of Account</i>	<i>Minimum initial purchase</i>	<i>Minimum subsequent purchase</i>
Individual retirement accounts, small business retirement plan accounts, and Uniform Gifts to Minors Act or Uniform Transfers to Minors Act accounts	\$1,000	\$100
All other accounts	2,500	100

You may purchase, redeem, or exchange shares of the fund on any day the New York Stock Exchange is open for business by accessing your account online at [troweprice.com](http://troweprice.com), by calling 1-800-225-5132, or by written request. If you hold shares through a financial intermediary, you must purchase, redeem, and exchange shares through your intermediary.

## Tax Information

Any dividends or capital gains are declared and paid annually, usually in December. Distributions by the fund, whether or not you reinvest these amounts in additional fund shares, may be taxed as ordinary income or capital gains unless you invest through a tax-deferred account. A redemption or exchange of fund shares may be taxable.

## Payments to Broker-Dealers and Other Financial Intermediaries

If you purchase shares of the fund through a broker-dealer or other financial intermediary (such as a bank), the fund and its related companies may pay the intermediary for the sale of fund shares and related services. These payments may create a conflict of interest by influencing the broker-dealer or other intermediary and your salesperson to recommend the fund over another investment. Ask your salesperson or visit your financial intermediary's website for more information.

# SUMMARY

## T. Rowe Price Retirement 2020 Fund

### Investment Objective

The fund seeks the highest total return over time consistent with an emphasis on both capital growth and income.

### Fees and Expenses

This table describes the fees and expenses that you may pay if you buy and hold shares of the fund.

#### Fees and Expenses of the Fund\*

<i>Shareholder fees (fees paid directly from your investment)</i>	
Maximum sales charge (load) imposed on purchases	NONE
Maximum deferred sales charge (load)	NONE
Redemption fee	NONE
Maximum account fee	\$20 <sup>a</sup>
<i>Annual fund operating expenses (expenses that you pay each year as a percentage of the value of your investment)</i>	
Management fees	0.00%
Distribution and service (12b-1) fees	0.00%
Other expenses	0.00%
Acquired fund fees and expenses	0.69%
<b>Total annual fund operating expenses</b>	<b>0.69%</b>

\* While the fund itself charges no management fee, it will indirectly bear its pro-rata share of the expenses of the underlying T. Rowe Price funds in which it invests (acquired funds). The acquired funds are expected to bear the operating expenses of the fund.

<sup>a</sup> Subject to certain exceptions, accounts with a balance of less than \$10,000 are charged an annual \$20 fee.

**Example** This example is intended to help you compare the cost of investing in the fund with the cost of investing in other mutual funds. The example assumes that you invest \$10,000 in the fund for the time periods indicated and then redeem all of your shares at the end of those periods. The example also assumes that your investment has a 5% return each year and that the fund's operating expenses remain the same. Although your actual costs may be higher or lower, based on these assumptions your costs would be:

<i>1 year</i>	<i>3 years</i>	<i>5 years</i>	<i>10 years</i>
\$70	\$221	\$384	\$859



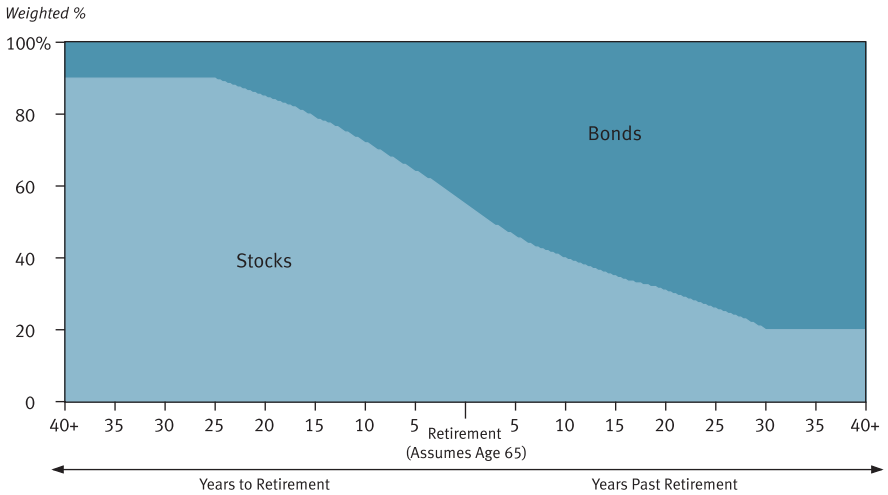
**Portfolio Turnover** The fund pays transaction costs, such as commissions, when it buys and sells securities (or “turns over” its portfolio). A higher portfolio turnover rate may indicate higher transaction costs and may result in higher taxes when fund shares are held in a taxable account. These costs, which are not reflected in annual fund operating expenses or in the example, affect the fund’s performance. During the most recent fiscal year, the fund’s portfolio turnover rate was 14.2% of the average value of its portfolio.

### **Investments, Risks, and Performance**

**Principal Investment Strategies** The fund pursues its objective by investing in a diversified portfolio of other T. Rowe Price stock and bond funds that represent various asset classes and sectors. The fund’s allocation between T. Rowe Price stock and bond funds will change over time in relation to its target retirement date.

The fund is managed based on the specific retirement year (target date 2020) included in its name and assumes a retirement age of 65. The target date refers to the approximate year an investor in the fund would plan to retire and likely stop making new investments in the fund. The fund is designed for an investor who anticipates retiring at or about the target date and who plans to withdraw the value of the account in the fund gradually after retirement. However, if an investor retires significantly earlier or later than age 65, the fund may not be an appropriate investment even if the investor retires on or near the fund’s target date.

Over time, the allocation to asset classes and funds will change according to a predetermined “glide path” shown in the following chart. The glide path represents the shifting of asset classes over time and shows how the fund’s asset mix becomes more conservative—both prior to and after retirement—as time elapses. This reflects the need for reduced market risks as retirement approaches and the need for lower portfolio volatility after retiring. Although the glide path is meant to dampen the fund’s potential volatility as retirement approaches, the fund is not designed for a lump sum redemption at the retirement date. The fund pursues an asset allocation strategy that promotes asset accumulation prior to retirement, but it is intended to also serve as a post-retirement investment vehicle with allocations designed to support an income stream made up of regular withdrawals throughout retirement along with some portfolio growth that exceeds inflation. After the target date, the fund is designed to balance longevity and inflation risks along with the need for some income, although it does not guarantee a particular level of income.



At the target date, the fund’s allocation to stocks is anticipated to be approximately 55% of its assets. The fund’s exposure to stocks will continue to decline until approximately 30 years after its target date, when its allocation to stocks will remain fixed at approximately 20% of its assets and the remainder will be invested in bonds. There are no maturity restrictions within the fund’s overall allocation to bonds, although the bond funds in which the fund invests may impose specific limits on maturity or credit quality. The allocations shown in the glide path are referred to as “neutral” allocations because they do not reflect any tactical decisions made by T. Rowe Price to overweight or underweight a particular asset class or sector based on its market outlook. The target allocations assigned to the broad asset classes (Stocks and Bonds), which reflect these tactical decisions resulting from market outlook, are not expected to vary from the neutral allocations set forth in the glide path by more than plus (+) or minus (-) five percentage (5%) points.

The following table details the way the portfolio is generally expected to be allocated between the asset classes. The table also shows the sectors within those broad asset classes to which the portfolio will have exposure, and the expected allocations to the T. Rowe Price funds that will be used to represent those sectors. The information in the table represents the neutral allocations for the fund as of October 1, 2013. The target allocations and actual allocations may differ. The fund’s shareholder reports set forth its actual allocations between stock funds and bond funds and to the individual T. Rowe Price funds.

**2020 Fund**

<b>Asset Class</b>		<b>Sector</b>	<b>Fund</b>	<b>Neutral Allocation</b>
Stocks	67.00%	Domestic Large-Cap Stocks	Equity Index 500	17.34%
			Growth Stock	8.49
			Value	8.49
		Domestic Mid-Cap Stocks	Mid-Cap Growth	2.67
			Mid-Cap Value	2.67
			Domestic Small-Cap Stocks	New Horizons
		Small-Cap Stock		1.64
		Small-Cap Value		1.63
		International Developed Market Stocks	International Growth & Income	5.41
			International Stock	5.41
			Overseas Stock	5.41
		International Emerging Market Stocks	Emerging Markets Stock	2.86
Inflation Focused Stocks	Real Assets		3.35	
Bonds	33.00	Domestic Investment-Grade Bonds	New Income	19.95
			Domestic High Yield Bonds	High Yield
		International Bonds	Emerging Markets Bond	2.85
			International Bond	2.85
		Inflation Focused Bonds	Inflation Focused Bond	4.50

**Principal Risks** As with any mutual fund, there is no guarantee that the fund will achieve its objective. The fund's share price fluctuates, which means you could lose money by investing in the fund. You may experience losses, including losses near, at, or after the target retirement date. There is no guarantee that the fund will provide adequate income at and through your retirement. The principal risks of investing in this fund are summarized as follows:

**Asset allocation risk** The fund's risks will directly correspond to the risks of the underlying funds in which it invests. By investing in many underlying funds, the fund has partial exposure to the risks of many different areas of the market, and the fund's overall level of risk should decline over time. However, the selection of the underlying funds and the allocation of the fund's assets among the various asset classes and market sectors could cause the fund to underperform other funds with a similar investment objective.

**General equity risk** Stocks generally fluctuate in value more than bonds and may decline significantly over short periods. As with any fund having equity exposure, the fund's share price can fall because of overall weakness in the stock market. The value of a stock fund in which the fund invests may decline due to general market conditions or because of factors that affect a particular industry or market sector.

**Small- and mid-cap stock risk** Investing in small- and mid-cap funds entails greater risk than investing in funds that focus on larger companies. Stocks of smaller

companies are usually more volatile than stocks of larger companies because smaller companies usually have more limited financial resources, less experienced management, and less publicly available information, and seldom pay significant dividends that could help to cushion returns in a falling market.

**Investment style risk** Because the fund invests in stock funds with both growth and value characteristics, its share price may be negatively affected if either investing approach falls out of favor. Growth stocks tend to be more volatile than certain other types of stocks and are more sensitive to changes in current or expected earnings. Value stocks carry the risk that investors will not recognize their intrinsic value for a long time or that they are actually appropriately priced at a low level.

**Interest rate risk** This is the risk that a rise in interest rates could cause the price of a bond fund in which the fund invests to fall. Generally, the longer the weighted average maturity of an underlying fund, the greater its interest rate risk.

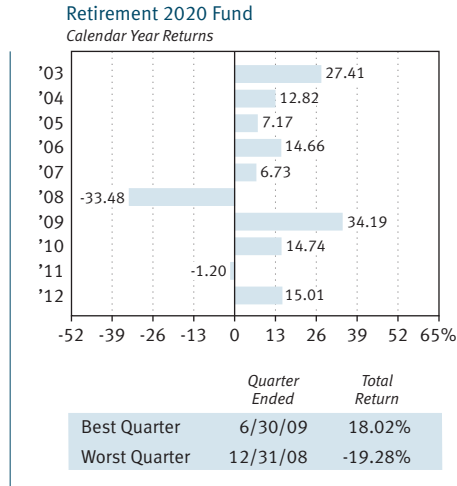
**Credit risk** This is the risk that an issuer of a debt security held by an underlying bond fund could suffer an adverse change in financial condition that results in a payment default, security downgrade, or inability to meet a financial obligation, thereby negatively affecting the fund's price or yield. The fund's exposure to credit risk is increased to the extent it invests in bond funds that hold securities rated as below investment-grade, also known as "junk" bonds. Junk bonds carry a higher risk of default and should be considered speculative.

**Liquidity risk** This is the risk that a fund may not be able to sell a holding in a timely manner at a desired price. This risk could affect both stock and bond funds in which the fund invests.

**Foreign investing risk** This is the risk that the fund's investments in international funds may be adversely affected by economic conditions or developments overseas, or decreases in foreign currency values relative to the U.S. dollar. The risks are heightened for underlying funds that focus on emerging markets.

**Performance** The bar chart showing calendar year returns and the average annual total returns table indicate risk by illustrating how much returns can differ from one year to the next and how fund performance compares with that of a comparable market index. The fund's past performance (before and after taxes) is not necessarily an indication of future performance.

The fund can also experience short-term performance swings, as shown by the best and worst calendar quarter returns during the years depicted.



The fund's return for the six months ended 6/30/13 was 5.26%.

In addition, the average annual total returns table shows hypothetical after-tax returns to suggest how taxes paid by a shareholder may influence returns. After-tax returns are calculated using the historical highest individual federal marginal income tax rates and do not reflect the impact of state and local taxes. Actual after-tax returns depend on an investor's tax situation and may differ from those shown. After-tax returns shown are not relevant to investors who hold their fund shares through tax-deferred arrangements, such as a 401(k) account or individual retirement account.

### Average Annual Total Returns

	<b>Periods ended December 31, 2012</b>		
	<b>1 Year</b>	<b>5 Years</b>	<b>10 Years</b>
<b>2020 Fund</b>			
<i>Returns before taxes</i>	15.01 %	3.08 %	8.17 %
<i>Returns after taxes on distributions</i>	14.37	2.41	7.52
<i>Returns after taxes on distributions and sale of fund shares</i>	10.04	2.31	6.93
S&P Target Date 2020 Index (reflects no deduction for fees, expenses, or taxes)	11.48	2.70	7.03
Combined Index Portfolio (reflects no deduction for fees, expenses, or taxes) <sup>a</sup>	13.03	2.38	7.48

<sup>a</sup> Combined Index Portfolio is an unmanaged portfolio composed of 68.00% stocks (47.60% Russell 3000 Index, 20.40% MSCI All Country World Index ex USA), and 32.00% bonds (28.00% Barclays U.S. Aggregate Bond Index, 4.00% Barclays U.S. 1-5 Year Treasury TIPS Index). The percentages will vary over time and the indices may vary over time.

Updated performance information is available through [troweprice.com](http://troweprice.com) or may be obtained by calling 1-800-225-5132.

## Management

**Investment Adviser** T. Rowe Price Associates, Inc. (T. Rowe Price)

Portfolio Manager	Title	Managed Fund Since	Joined Investment Adviser
Jerome A. Clark	Chairman of Investment Advisory Committee	2002	1992

## Purchase and Sale of Fund Shares

The fund's investment minimums generally are as follows (if you hold shares through a financial intermediary, the intermediary may impose different investment minimums):

<i>Type of Account</i>	<i>Minimum initial purchase</i>	<i>Minimum subsequent purchase</i>
Individual retirement accounts, small business retirement plan accounts, and Uniform Gifts to Minors Act or Uniform Transfers to Minors Act accounts	\$1,000	\$100
All other accounts	2,500	100

You may purchase, redeem, or exchange shares of the fund on any day the New York Stock Exchange is open for business by accessing your account online at [troweprice.com](http://troweprice.com), by calling 1-800-225-5132, or by written request. If you hold shares through a financial intermediary, you must purchase, redeem, and exchange shares through your intermediary.

## Tax Information

Any dividends or capital gains are declared and paid annually, usually in December. Distributions by the fund, whether or not you reinvest these amounts in additional fund shares, may be taxed as ordinary income or capital gains unless you invest through a tax-deferred account. A redemption or exchange of fund shares may be taxable.

## Payments to Broker-Dealers and Other Financial Intermediaries

If you purchase shares of the fund through a broker-dealer or other financial intermediary (such as a bank), the fund and its related companies may pay the intermediary for the sale of fund shares and related services. These payments may create a conflict of interest by influencing the broker-dealer or other intermediary and your salesperson to recommend the fund over another investment. Ask your salesperson or visit your financial intermediary's website for more information.

# SUMMARY

## T. Rowe Price Retirement 2025 Fund

### Investment Objective

The fund seeks the highest total return over time consistent with an emphasis on both capital growth and income.

### Fees and Expenses

This table describes the fees and expenses that you may pay if you buy and hold shares of the fund.

#### Fees and Expenses of the Fund\*

<i>Shareholder fees (fees paid directly from your investment)</i>	
Maximum sales charge (load) imposed on purchases	NONE
Maximum deferred sales charge (load)	NONE
Redemption fee	NONE
Maximum account fee	\$20 <sup>a</sup>
<i>Annual fund operating expenses (expenses that you pay each year as a percentage of the value of your investment)</i>	
Management fees	0.00%
Distribution and service (12b-1) fees	0.00%
Other expenses	0.00%
Acquired fund fees and expenses	0.72%
<b>Total annual fund operating expenses</b>	<b>0.72%</b>

\* While the fund itself charges no management fee, it will indirectly bear its pro-rata share of the expenses of the underlying T. Rowe Price funds in which it invests (acquired funds). The acquired funds are expected to bear the operating expenses of the fund.

<sup>a</sup> Subject to certain exceptions, accounts with a balance of less than \$10,000 are charged an annual \$20 fee.

**Example** This example is intended to help you compare the cost of investing in the fund with the cost of investing in other mutual funds. The example assumes that you invest \$10,000 in the fund for the time periods indicated and then redeem all of your shares at the end of those periods. The example also assumes that your investment has a 5% return each year and that the fund's operating expenses remain the same. Although your actual costs may be higher or lower, based on these assumptions your costs would be:

<i>1 year</i>	<i>3 years</i>	<i>5 years</i>	<i>10 years</i>
\$74	\$230	\$401	\$894

**Portfolio Turnover** The fund pays transaction costs, such as commissions, when it buys and sells securities (or “turns over” its portfolio). A higher portfolio turnover rate may indicate higher transaction costs and may result in higher taxes when fund shares are held in a taxable account. These costs, which are not reflected in annual fund operating expenses or in the example, affect the fund’s performance. During the most recent fiscal year, the fund’s portfolio turnover rate was 12.7% of the average value of its portfolio.

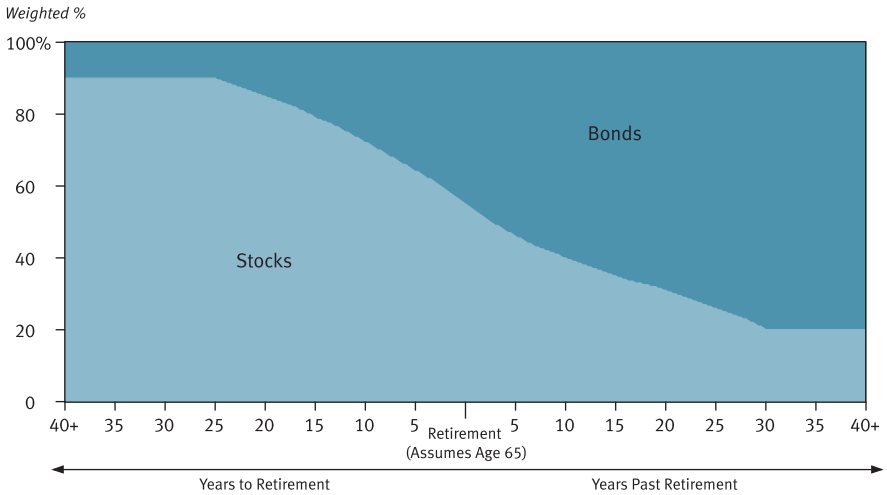
### **Investments, Risks, and Performance**

**Principal Investment Strategies** The fund pursues its objective by investing in a diversified portfolio of other T. Rowe Price stock and bond funds that represent various asset classes and sectors. The fund’s allocation between T. Rowe Price stock and bond funds will change over time in relation to its target retirement date.

The fund is managed based on the specific retirement year (target date 2025) included in its name and assumes a retirement age of 65. The target date refers to the approximate year an investor in the fund would plan to retire and likely stop making new investments in the fund. The fund is designed for an investor who anticipates retiring at or about the target date and who plans to withdraw the value of the account in the fund gradually after retirement. However, if an investor retires significantly earlier or later than age 65, the fund may not be an appropriate investment even if the investor retires on or near the fund’s target date.

Over time, the allocation to asset classes and funds will change according to a predetermined “glide path” shown in the following chart. The glide path represents the shifting of asset classes over time and shows how the fund’s asset mix becomes more conservative—both prior to and after retirement—as time elapses. This reflects the need for reduced market risks as retirement approaches and the need for lower portfolio volatility after retiring. Although the glide path is meant to dampen the fund’s potential volatility as retirement approaches, the fund is not designed for a lump sum redemption at the retirement date. The fund pursues an asset allocation strategy that promotes asset accumulation prior to retirement, but it is intended to also serve as a post-retirement investment vehicle with allocations designed to support an income stream made up of regular withdrawals throughout retirement along with some portfolio growth that exceeds inflation. After the target date, the fund is designed to balance longevity and inflation risks along with the need for some income, although it does not guarantee a particular level of income.





At the target date, the fund's allocation to stocks is anticipated to be approximately 55% of its assets. The fund's exposure to stocks will continue to decline until approximately 30 years after its target date, when its allocation to stocks will remain fixed at approximately 20% of its assets and the remainder will be invested in bonds. There are no maturity restrictions within the fund's overall allocation to bonds, although the bond funds in which the fund invests may impose specific limits on maturity or credit quality. The allocations shown in the glide path are referred to as "neutral" allocations because they do not reflect any tactical decisions made by T. Rowe Price to overweight or underweight a particular asset class or sector based on its market outlook. The target allocations assigned to the broad asset classes (Stocks and Bonds), which reflect these tactical decisions resulting from market outlook, are not expected to vary from the neutral allocations set forth in the glide path by more than plus (+) or minus (-) five percentage (5%) points.

The following table details the way the portfolio is generally expected to be allocated between the asset classes. The table also shows the sectors within those broad asset classes to which the portfolio will have exposure, and the expected allocations to the T. Rowe Price funds that will be used to represent those sectors. The information in the table represents the neutral allocations for the fund as of October 1, 2013. The target allocations and actual allocations may differ. The fund's shareholder reports set forth its actual allocations between stock funds and bond funds and to the individual T. Rowe Price funds.

**2025 Fund**

<b>Asset Class</b>		<b>Sector</b>	<b>Fund</b>	<b>Neutral Allocation</b>
Stocks	75.00%	Domestic Large-Cap Stocks	Equity Index 500	13.91%
			Growth Stock	12.25
			Value	12.25
		Domestic Mid-Cap Stocks	Mid-Cap Growth	2.99
			Mid-Cap Value	2.99
			Domestic Small-Cap Stocks	New Horizons
		Small-Cap Stock		1.83
		Small-Cap Value		1.83
		International Developed Market Stocks	International Growth & Income	6.05
			International Stock	6.05
			Overseas Stock	6.06
		International Emerging Market Stocks	Emerging Markets Stock	3.21
			Inflation Focused Stocks	Real Assets
Bonds	25.00	Domestic Investment-Grade Bonds	New Income	16.10
			Domestic High Yield Bonds	High Yield
		International Bonds	Emerging Markets Bond	2.30
			International Bond	2.30
		Inflation Focused Bonds	Inflation Focused Bond	2.00

**Principal Risks** As with any mutual fund, there is no guarantee that the fund will achieve its objective. The fund's share price fluctuates, which means you could lose money by investing in the fund. You may experience losses, including losses near, at, or after the target retirement date. There is no guarantee that the fund will provide adequate income at and through your retirement. The principal risks of investing in this fund are summarized as follows:

**Asset allocation risk** The fund's risks will directly correspond to the risks of the underlying funds in which it invests. By investing in many underlying funds, the fund has partial exposure to the risks of many different areas of the market, and the fund's overall level of risk should decline over time. However, the selection of the underlying funds and the allocation of the fund's assets among the various asset classes and market sectors could cause the fund to underperform other funds with a similar investment objective.

**General equity risk** Stocks generally fluctuate in value more than bonds and may decline significantly over short periods. As with any fund having equity exposure, the fund's share price can fall because of overall weakness in the stock market. The value of a stock fund in which the fund invests may decline due to general market conditions or because of factors that affect a particular industry or market sector.

**Small- and mid-cap stock risk** Investing in small- and mid-cap funds entails greater risk than investing in funds that focus on larger companies. Stocks of smaller

companies are usually more volatile than stocks of larger companies because smaller companies usually have more limited financial resources, less experienced management, and less publicly available information, and seldom pay significant dividends that could help to cushion returns in a falling market.

**Investment style risk** Because the fund invests in stock funds with both growth and value characteristics, its share price may be negatively affected if either investing approach falls out of favor. Growth stocks tend to be more volatile than certain other types of stocks and are more sensitive to changes in current or expected earnings. Value stocks carry the risk that investors will not recognize their intrinsic value for a long time or that they are actually appropriately priced at a low level.

**Interest rate risk** This is the risk that a rise in interest rates could cause the price of a bond fund in which the fund invests to fall. Generally, the longer the weighted average maturity of an underlying fund, the greater its interest rate risk.

**Credit risk** This is the risk that an issuer of a debt security held by an underlying bond fund could suffer an adverse change in financial condition that results in a payment default, security downgrade, or inability to meet a financial obligation, thereby negatively affecting the fund's price or yield. The fund's exposure to credit risk is increased to the extent it invests in bond funds that hold securities rated as below investment-grade, also known as "junk" bonds. Junk bonds carry a higher risk of default and should be considered speculative.

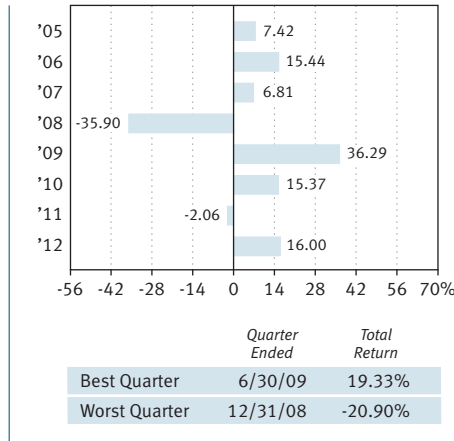
**Liquidity risk** This is the risk that a fund may not be able to sell a holding in a timely manner at a desired price. This risk could affect both stock and bond funds in which the fund invests.

**Foreign investing risk** This is the risk that the fund's investments in international funds may be adversely affected by economic conditions or developments overseas, or decreases in foreign currency values relative to the U.S. dollar. The risks are heightened for underlying funds that focus on emerging markets.

**Performance** The bar chart showing calendar year returns and the average annual total returns table indicate risk by illustrating how much returns can differ from one year to the next and how fund performance compares with that of a comparable market index. The fund's past performance (before and after taxes) is not necessarily an indication of future performance.

The fund can also experience short-term performance swings, as shown by the best and worst calendar quarter returns during the years depicted.

**Retirement 2025 Fund**  
Calendar Year Returns



The fund's return for the six months ended 6/30/13 was 6.17%.

In addition, the average annual total returns table shows hypothetical after-tax returns to suggest how taxes paid by a shareholder may influence returns. After-tax returns are calculated using the historical highest individual federal marginal income tax rates and do not reflect the impact of state and local taxes. Actual after-tax returns depend on an investor's tax situation and may differ from those shown. After-tax returns shown are not relevant to investors who hold their fund shares through tax-deferred arrangements, such as a 401(k) account or individual retirement account.

**Average Annual Total Returns**

	Periods ended December 31, 2012		
	1 Year	5 Years	Since inception (2/27/04)
<b>2025 Fund</b>			
Returns before taxes	16.00 %	2.75 %	5.97 %
Returns after taxes on distributions	15.42	2.14	5.37
Returns after taxes on distributions and sale of fund shares	10.77	2.08	4.96
S&P Target Date 2025 Index (reflects no deduction for fees, expenses, or taxes)	12.51	2.40	5.17
Combined Index Portfolio (reflects no deduction for fees, expenses, or taxes) <sup>a</sup>	14.02	2.11	5.33

<sup>a</sup> Combined Index Portfolio is an unmanaged portfolio composed of 75.50% stocks (52.85% Russell 3000 Index, 22.65% MSCI All Country World Index ex USA), and 24.50% bonds (22.50% Barclays U.S. Aggregate Bond Index, 2.00% Barclays U.S. 1-5 Year Treasury TIPS Index). The percentages will vary over time and the indices may vary over time.

Updated performance information is available through [troweprice.com](http://troweprice.com) or may be obtained by calling 1-800-225-5132.

## Management

**Investment Adviser** T. Rowe Price Associates, Inc. (T. Rowe Price)

Portfolio Manager	Title	Managed Fund Since	Joined Investment Adviser
Jerome A. Clark	Chairman of Investment Advisory Committee	2004	1992

## Purchase and Sale of Fund Shares

The fund's investment minimums generally are as follows (if you hold shares through a financial intermediary, the intermediary may impose different investment minimums):

<i>Type of Account</i>	<i>Minimum initial purchase</i>	<i>Minimum subsequent purchase</i>
Individual retirement accounts, small business retirement plan accounts, and Uniform Gifts to Minors Act or Uniform Transfers to Minors Act accounts	\$1,000	\$100
All other accounts	2,500	100

You may purchase, redeem, or exchange shares of the fund on any day the New York Stock Exchange is open for business by accessing your account online at [troweprice.com](http://troweprice.com), by calling 1-800-225-5132, or by written request. If you hold shares through a financial intermediary, you must purchase, redeem, and exchange shares through your intermediary.

## Tax Information

Any dividends or capital gains are declared and paid annually, usually in December. Distributions by the fund, whether or not you reinvest these amounts in additional fund shares, may be taxed as ordinary income or capital gains unless you invest through a tax-deferred account. A redemption or exchange of fund shares may be taxable.

## Payments to Broker-Dealers and Other Financial Intermediaries

If you purchase shares of the fund through a broker-dealer or other financial intermediary (such as a bank), the fund and its related companies may pay the intermediary for the sale of fund shares and related services. These payments may create a conflict of interest by influencing the broker-dealer or other intermediary and your salesperson to recommend the fund over another investment. Ask your salesperson or visit your financial intermediary's website for more information.

# SUMMARY

## T. Rowe Price Retirement 2030 Fund

### Investment Objective

The fund seeks the highest total return over time consistent with an emphasis on both capital growth and income.

### Fees and Expenses

This table describes the fees and expenses that you may pay if you buy and hold shares of the fund.

#### Fees and Expenses of the Fund\*

<i>Shareholder fees (fees paid directly from your investment)</i>	
Maximum sales charge (load) imposed on purchases	NONE
Maximum deferred sales charge (load)	NONE
Redemption fee	NONE
Maximum account fee	\$20 <sup>a</sup>
<i>Annual fund operating expenses (expenses that you pay each year as a percentage of the value of your investment)</i>	
Management fees	0.00%
Distribution and service (12b-1) fees	0.00%
Other expenses	0.00%
Acquired fund fees and expenses	0.75%
<b>Total annual fund operating expenses</b>	<b>0.75%</b>

\* While the fund itself charges no management fee, it will indirectly bear its pro-rata share of the expenses of the underlying T. Rowe Price funds in which it invests (acquired funds). The acquired funds are expected to bear the operating expenses of the fund.

<sup>a</sup> Subject to certain exceptions, accounts with a balance of less than \$10,000 are charged an annual \$20 fee.

**Example** This example is intended to help you compare the cost of investing in the fund with the cost of investing in other mutual funds. The example assumes that you invest \$10,000 in the fund for the time periods indicated and then redeem all of your shares at the end of those periods. The example also assumes that your investment has a 5% return each year and that the fund's operating expenses remain the same. Although your actual costs may be higher or lower, based on these assumptions your costs would be:

<i>1 year</i>	<i>3 years</i>	<i>5 years</i>	<i>10 years</i>
\$77	\$240	\$417	\$930

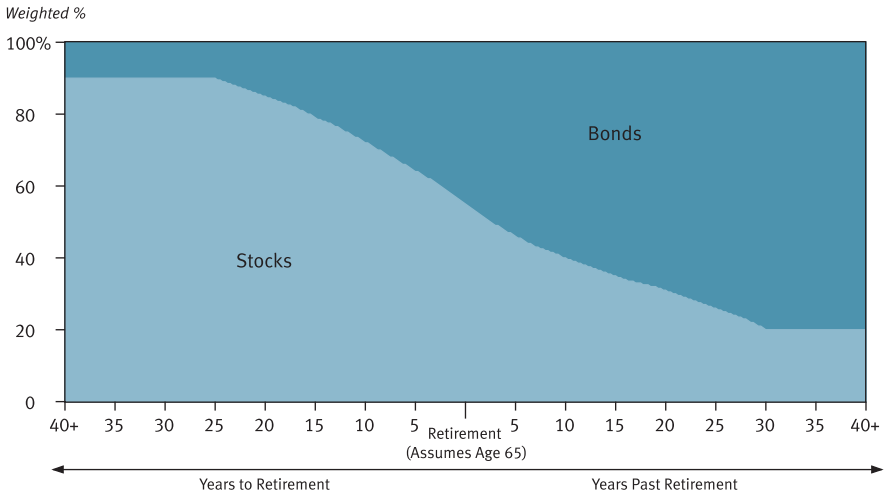
**Portfolio Turnover** The fund pays transaction costs, such as commissions, when it buys and sells securities (or “turns over” its portfolio). A higher portfolio turnover rate may indicate higher transaction costs and may result in higher taxes when fund shares are held in a taxable account. These costs, which are not reflected in annual fund operating expenses or in the example, affect the fund’s performance. During the most recent fiscal year, the fund’s portfolio turnover rate was 13.0% of the average value of its portfolio.

### **Investments, Risks, and Performance**

**Principal Investment Strategies** The fund pursues its objective by investing in a diversified portfolio of other T. Rowe Price stock and bond funds that represent various asset classes and sectors. The fund’s allocation between T. Rowe Price stock and bond funds will change over time in relation to its target retirement date.

The fund is managed based on the specific retirement year (target date 2030) included in its name and assumes a retirement age of 65. The target date refers to the approximate year an investor in the fund would plan to retire and likely stop making new investments in the fund. The fund is designed for an investor who anticipates retiring at or about the target date and who plans to withdraw the value of the account in the fund gradually after retirement. However, if an investor retires significantly earlier or later than age 65, the fund may not be an appropriate investment even if the investor retires on or near the fund’s target date.

Over time, the allocation to asset classes and funds will change according to a predetermined “glide path” shown in the following chart. The glide path represents the shifting of asset classes over time and shows how the fund’s asset mix becomes more conservative—both prior to and after retirement—as time elapses. This reflects the need for reduced market risks as retirement approaches and the need for lower portfolio volatility after retiring. Although the glide path is meant to dampen the fund’s potential volatility as retirement approaches, the fund is not designed for a lump sum redemption at the retirement date. The fund pursues an asset allocation strategy that promotes asset accumulation prior to retirement, but it is intended to also serve as a post-retirement investment vehicle with allocations designed to support an income stream made up of regular withdrawals throughout retirement along with some portfolio growth that exceeds inflation. After the target date, the fund is designed to balance longevity and inflation risks along with the need for some income, although it does not guarantee a particular level of income.



At the target date, the fund’s allocation to stocks is anticipated to be approximately 55% of its assets. The fund’s exposure to stocks will continue to decline until approximately 30 years after its target date, when its allocation to stocks will remain fixed at approximately 20% of its assets and the remainder will be invested in bonds. There are no maturity restrictions within the fund’s overall allocation to bonds, although the bond funds in which the fund invests may impose specific limits on maturity or credit quality. The allocations shown in the glide path are referred to as “neutral” allocations because they do not reflect any tactical decisions made by T. Rowe Price to overweight or underweight a particular asset class or sector based on its market outlook. The target allocations assigned to the broad asset classes (Stocks and Bonds), which reflect these tactical decisions resulting from market outlook, are not expected to vary from the neutral allocations set forth in the glide path by more than plus (+) or minus (-) five percentage (5%) points.

The following table details the way the portfolio is generally expected to be allocated between the asset classes. The table also shows the sectors within those broad asset classes to which the portfolio will have exposure, and the expected allocations to the T. Rowe Price funds that will be used to represent those sectors. The information in the table represents the neutral allocations for the fund as of October 1, 2013. The target allocations and actual allocations may differ. The fund’s shareholder reports set forth its actual allocations between stock funds and bond funds and to the individual T. Rowe Price funds.



**2030 Fund**

<b>Asset Class</b>		<b>Sector</b>	<b>Fund</b>	<b>Neutral Allocation</b>	
Stocks	81.50%	Domestic Large-Cap Stocks	Equity Index 500	11.20%	
			Growth Stock	15.27	
			Value	15.27	
		Domestic Mid-Cap Stocks	Mid-Cap Growth	3.25	
			Mid-Cap Value	3.25	
			Domestic Small-Cap Stocks	New Horizons	1.99
		International Developed Market Stocks	Small-Cap Stock	Small-Cap Value	1.99
				International Growth & Income	6.58
				International Stock	6.58
			International Emerging Market Stocks	Overseas Stock	6.59
				Emerging Markets Stock	3.48
				Inflation Focused Stocks	Real Assets
Bonds	18.50	Domestic Investment-Grade Bonds	New Income	12.95	
			Domestic High Yield Bonds	High Yield	1.85
		International Bonds	Emerging Markets Bond	1.85	
			International Bond	1.85	
			Inflation Focused Bonds	Inflation Focused Bond	0.00

**Principal Risks** As with any mutual fund, there is no guarantee that the fund will achieve its objective. The fund's share price fluctuates, which means you could lose money by investing in the fund. You may experience losses, including losses near, at, or after the target retirement date. There is no guarantee that the fund will provide adequate income at and through your retirement. The principal risks of investing in this fund are summarized as follows:

**Asset allocation risk** The fund's risks will directly correspond to the risks of the underlying funds in which it invests. By investing in many underlying funds, the fund has partial exposure to the risks of many different areas of the market, and the fund's overall level of risk should decline over time. However, the selection of the underlying funds and the allocation of the fund's assets among the various asset classes and market sectors could cause the fund to underperform other funds with a similar investment objective.

**General equity risk** Stocks generally fluctuate in value more than bonds and may decline significantly over short periods. As with any fund having equity exposure, the fund's share price can fall because of overall weakness in the stock market. The value of a stock fund in which the fund invests may decline due to general market conditions or because of factors that affect a particular industry or market sector.

**Small- and mid-cap stock risk** Investing in small- and mid-cap funds entails greater risk than investing in funds that focus on larger companies. Stocks of smaller

companies are usually more volatile than stocks of larger companies because smaller companies usually have more limited financial resources, less experienced management, and less publicly available information, and seldom pay significant dividends that could help to cushion returns in a falling market.

**Investment style risk** Because the fund invests in stock funds with both growth and value characteristics, its share price may be negatively affected if either investing approach falls out of favor. Growth stocks tend to be more volatile than certain other types of stocks and are more sensitive to changes in current or expected earnings. Value stocks carry the risk that investors will not recognize their intrinsic value for a long time or that they are actually appropriately priced at a low level.

**Interest rate risk** This is the risk that a rise in interest rates could cause the price of a bond fund in which the fund invests to fall. Generally, the longer the weighted average maturity of an underlying fund, the greater its interest rate risk.

**Credit risk** This is the risk that an issuer of a debt security held by an underlying bond fund could suffer an adverse change in financial condition that results in a payment default, security downgrade, or inability to meet a financial obligation, thereby negatively affecting the fund's price or yield. The fund's exposure to credit risk is increased to the extent it invests in bond funds that hold securities rated as below investment-grade, also known as "junk" bonds. Junk bonds carry a higher risk of default and should be considered speculative.

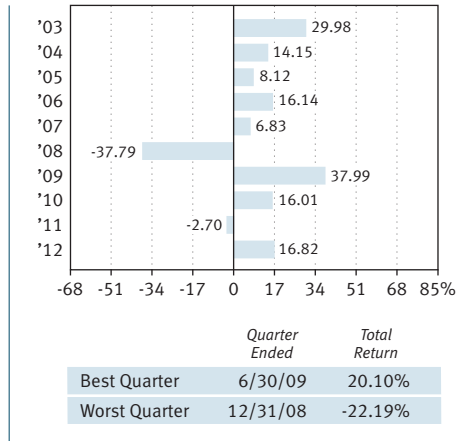
**Liquidity risk** This is the risk that a fund may not be able to sell a holding in a timely manner at a desired price. This risk could affect both stock and bond funds in which the fund invests.

**Foreign investing risk** This is the risk that the fund's investments in international funds may be adversely affected by economic conditions or developments overseas, or decreases in foreign currency values relative to the U.S. dollar. The risks are heightened for underlying funds that focus on emerging markets.

**Performance** The bar chart showing calendar year returns and the average annual total returns table indicate risk by illustrating how much returns can differ from one year to the next and how fund performance compares with that of a comparable market index. The fund's past performance (before and after taxes) is not necessarily an indication of future performance.

The fund can also experience short-term performance swings, as shown by the best and worst calendar quarter returns during the years depicted.

### Retirement 2030 Fund Calendar Year Returns



The fund's return for the six months ended 6/30/13 was 7.03%.

In addition, the average annual total returns table shows hypothetical after-tax returns to suggest how taxes paid by a shareholder may influence returns. After-tax returns are calculated using the historical highest individual federal marginal income tax rates and do not reflect the impact of state and local taxes. Actual after-tax returns depend on an investor's tax situation and may differ from those shown. After-tax returns shown are not relevant to investors who hold their fund shares through tax-deferred arrangements, such as a 401(k) account or individual retirement account.

### Average Annual Total Returns

	Periods ended December 31, 2012		
	1 Year	5 Years	10 Years
<b>2030 Fund</b>			
Returns before taxes	16.82 %	2.51 %	8.46 %
Returns after taxes on distributions	16.33	1.99	7.95
Returns after taxes on distributions and sale of fund shares	11.30	1.93	7.30
S&P Target Date 2030 Index (reflects no deduction for fees, expenses, or taxes)	13.43	2.00	7.44
Combined Index Portfolio (reflects no deduction for fees, expenses, or taxes) <sup>a</sup>	14.83	1.86	7.89

<sup>a</sup> Combined Index Portfolio is an unmanaged portfolio composed of 82.00% stocks (57.40% Russell 3000 Index, 24.60% MSCI All Country World Index ex USA), and 18.00% bonds (Barclays U.S. Aggregate Bond Index). The percentages will vary over time and the indices may vary over time.

Updated performance information is available through [troweprice.com](http://troweprice.com) or may be obtained by calling 1-800-225-5132.

## Management

**Investment Adviser** T. Rowe Price Associates, Inc. (T. Rowe Price)

Portfolio Manager	Title	Managed Fund Since	Joined Investment Adviser
Jerome A. Clark	Chairman of Investment Advisory Committee	2002	1992

## Purchase and Sale of Fund Shares

The fund's investment minimums generally are as follows (if you hold shares through a financial intermediary, the intermediary may impose different investment minimums):

<i>Type of Account</i>	<i>Minimum initial purchase</i>	<i>Minimum subsequent purchase</i>
Individual retirement accounts, small business retirement plan accounts, and Uniform Gifts to Minors Act or Uniform Transfers to Minors Act accounts	\$1,000	\$100
All other accounts	2,500	100

You may purchase, redeem, or exchange shares of the fund on any day the New York Stock Exchange is open for business by accessing your account online at [troweprice.com](http://troweprice.com), by calling 1-800-225-5132, or by written request. If you hold shares through a financial intermediary, you must purchase, redeem, and exchange shares through your intermediary.

## Tax Information

Any dividends or capital gains are declared and paid annually, usually in December. Distributions by the fund, whether or not you reinvest these amounts in additional fund shares, may be taxed as ordinary income or capital gains unless you invest through a tax-deferred account. A redemption or exchange of fund shares may be taxable.

## Payments to Broker-Dealers and Other Financial Intermediaries

If you purchase shares of the fund through a broker-dealer or other financial intermediary (such as a bank), the fund and its related companies may pay the intermediary for the sale of fund shares and related services. These payments may create a conflict of interest by influencing the broker-dealer or other intermediary and your salesperson to recommend the fund over another investment. Ask your salesperson or visit your financial intermediary's website for more information.

# SUMMARY

## T. Rowe Price Retirement 2035 Fund

### Investment Objective

The fund seeks the highest total return over time consistent with an emphasis on both capital growth and income.

### Fees and Expenses

This table describes the fees and expenses that you may pay if you buy and hold shares of the fund.

#### Fees and Expenses of the Fund\*

<i>Shareholder fees (fees paid directly from your investment)</i>	
Maximum sales charge (load) imposed on purchases	NONE
Maximum deferred sales charge (load)	NONE
Redemption fee	NONE
Maximum account fee	\$20 <sup>a</sup>
<i>Annual fund operating expenses (expenses that you pay each year as a percentage of the value of your investment)</i>	
Management fees	0.00%
Distribution and service (12b-1) fees	0.00%
Other expenses	0.00%
Acquired fund fees and expenses	0.77%
<b>Total annual fund operating expenses</b>	<b>0.77%</b>

\* While the fund itself charges no management fee, it will indirectly bear its pro-rata share of the expenses of the underlying T. Rowe Price funds in which it invests (acquired funds). The acquired funds are expected to bear the operating expenses of the fund.

<sup>a</sup> Subject to certain exceptions, accounts with a balance of less than \$10,000 are charged an annual \$20 fee.

**Example** This example is intended to help you compare the cost of investing in the fund with the cost of investing in other mutual funds. The example assumes that you invest \$10,000 in the fund for the time periods indicated and then redeem all of your shares at the end of those periods. The example also assumes that your investment has a 5% return each year and that the fund's operating expenses remain the same. Although your actual costs may be higher or lower, based on these assumptions your costs would be:

<i>1 year</i>	<i>3 years</i>	<i>5 years</i>	<i>10 years</i>
\$79	\$246	\$428	\$954

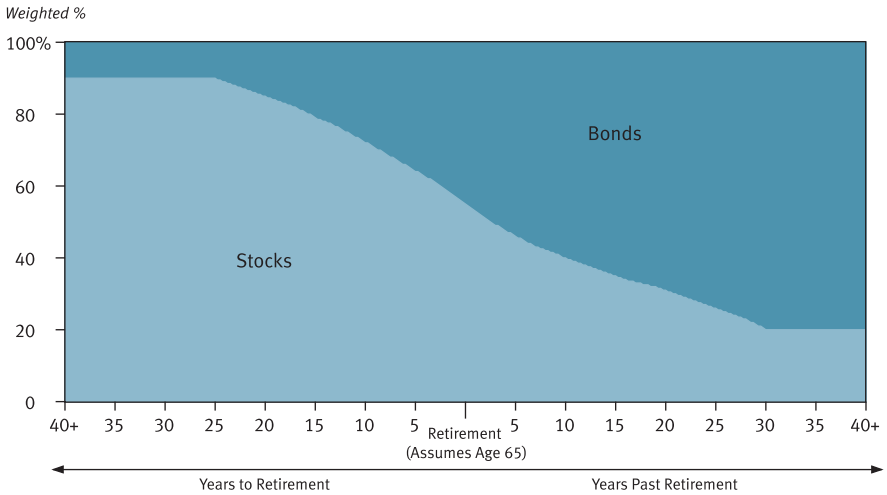
**Portfolio Turnover** The fund pays transaction costs, such as commissions, when it buys and sells securities (or “turns over” its portfolio). A higher portfolio turnover rate may indicate higher transaction costs and may result in higher taxes when fund shares are held in a taxable account. These costs, which are not reflected in annual fund operating expenses or in the example, affect the fund’s performance. During the most recent fiscal year, the fund’s portfolio turnover rate was 12.3% of the average value of its portfolio.

### **Investments, Risks, and Performance**

**Principal Investment Strategies** The fund pursues its objective by investing in a diversified portfolio of other T. Rowe Price stock and bond funds that represent various asset classes and sectors. The fund’s allocation between T. Rowe Price stock and bond funds will change over time in relation to its target retirement date.

The fund is managed based on the specific retirement year (target date 2035) included in its name and assumes a retirement age of 65. The target date refers to the approximate year an investor in the fund would plan to retire and likely stop making new investments in the fund. The fund is designed for an investor who anticipates retiring at or about the target date and who plans to withdraw the value of the account in the fund gradually after retirement. However, if an investor retires significantly earlier or later than age 65, the fund may not be an appropriate investment even if the investor retires on or near the fund’s target date.

Over time, the allocation to asset classes and funds will change according to a predetermined “glide path” shown in the following chart. The glide path represents the shifting of asset classes over time and shows how the fund’s asset mix becomes more conservative—both prior to and after retirement—as time elapses. This reflects the need for reduced market risks as retirement approaches and the need for lower portfolio volatility after retiring. Although the glide path is meant to dampen the fund’s potential volatility as retirement approaches, the fund is not designed for a lump sum redemption at the retirement date. The fund pursues an asset allocation strategy that promotes asset accumulation prior to retirement, but it is intended to also serve as a post-retirement investment vehicle with allocations designed to support an income stream made up of regular withdrawals throughout retirement along with some portfolio growth that exceeds inflation. After the target date, the fund is designed to balance longevity and inflation risks along with the need for some income, although it does not guarantee a particular level of income.



At the target date, the fund's allocation to stocks is anticipated to be approximately 55% of its assets. The fund's exposure to stocks will continue to decline until approximately 30 years after its target date, when its allocation to stocks will remain fixed at approximately 20% of its assets and the remainder will be invested in bonds. There are no maturity restrictions within the fund's overall allocation to bonds, although the bond funds in which the fund invests may impose specific limits on maturity or credit quality. The allocations shown in the glide path are referred to as "neutral" allocations because they do not reflect any tactical decisions made by T. Rowe Price to overweight or underweight a particular asset class or sector based on its market outlook. The target allocations assigned to the broad asset classes (Stocks and Bonds), which reflect these tactical decisions resulting from market outlook, are not expected to vary from the neutral allocations set forth in the glide path by more than plus (+) or minus (-) five percentage (5%) points.

The following table details the way the portfolio is generally expected to be allocated between the asset classes. The table also shows the sectors within those broad asset classes to which the portfolio will have exposure, and the expected allocations to the T. Rowe Price funds that will be used to represent those sectors. The information in the table represents the neutral allocations for the fund as of October 1, 2013. The target allocations and actual allocations may differ. The fund's shareholder reports set forth its actual allocations between stock funds and bond funds and to the individual T. Rowe Price funds.

**2035 Fund**

<b>Asset Class</b>		<b>Sector</b>	<b>Fund</b>	<b>Neutral Allocation</b>
Stocks	86.50%	Domestic Large-Cap Stocks	Equity Index 500	8.68%
			Growth Stock	17.81
			Value	17.81
		Domestic Mid-Cap Stocks	Mid-Cap Growth	3.45
			Mid-Cap Value	3.45
			Domestic Small-Cap Stocks	New Horizons
		Small-Cap Stock		2.11
		Small-Cap Value		2.11
		International Developed Market Stocks	International Growth & Income	6.98
			International Stock	6.98
			Overseas Stock	6.99
		International Emerging Market Stocks	Emerging Markets Stock	3.70
			Inflation Focused Stocks	Real Assets
Bonds	13.50	Domestic Investment-Grade Bonds		
			Domestic High Yield Bonds	High Yield
		International Bonds	Emerging Markets Bond	1.35
			International Bond	1.35
		Inflation Focused Bonds	Inflation Focused Bond	0.00

**Principal Risks** As with any mutual fund, there is no guarantee that the fund will achieve its objective. The fund's share price fluctuates, which means you could lose money by investing in the fund. You may experience losses, including losses near, at, or after the target retirement date. There is no guarantee that the fund will provide adequate income at and through your retirement. The principal risks of investing in this fund are summarized as follows:

**Asset allocation risk** The fund's risks will directly correspond to the risks of the underlying funds in which it invests. By investing in many underlying funds, the fund has partial exposure to the risks of many different areas of the market, and the fund's overall level of risk should decline over time. However, the selection of the underlying funds and the allocation of the fund's assets among the various asset classes and market sectors could cause the fund to underperform other funds with a similar investment objective.

**General equity risk** Stocks generally fluctuate in value more than bonds and may decline significantly over short periods. As with any fund having equity exposure, the fund's share price can fall because of overall weakness in the stock market. The value of a stock fund in which the fund invests may decline due to general market conditions or because of factors that affect a particular industry or market sector.

**Small- and mid-cap stock risk** Investing in small- and mid-cap funds entails greater risk than investing in funds that focus on larger companies. Stocks of smaller



companies are usually more volatile than stocks of larger companies because smaller companies usually have more limited financial resources, less experienced management, and less publicly available information, and seldom pay significant dividends that could help to cushion returns in a falling market.

**Investment style risk** Because the fund invests in stock funds with both growth and value characteristics, its share price may be negatively affected if either investing approach falls out of favor. Growth stocks tend to be more volatile than certain other types of stocks and are more sensitive to changes in current or expected earnings. Value stocks carry the risk that investors will not recognize their intrinsic value for a long time or that they are actually appropriately priced at a low level.

**Interest rate risk** This is the risk that a rise in interest rates could cause the price of a bond fund in which the fund invests to fall. Generally, the longer the weighted average maturity of an underlying fund, the greater its interest rate risk.

**Credit risk** This is the risk that an issuer of a debt security held by an underlying bond fund could suffer an adverse change in financial condition that results in a payment default, security downgrade, or inability to meet a financial obligation, thereby negatively affecting the fund's price or yield. The fund's exposure to credit risk is increased to the extent it invests in bond funds that hold securities rated as below investment-grade, also known as "junk" bonds. Junk bonds carry a higher risk of default and should be considered speculative.

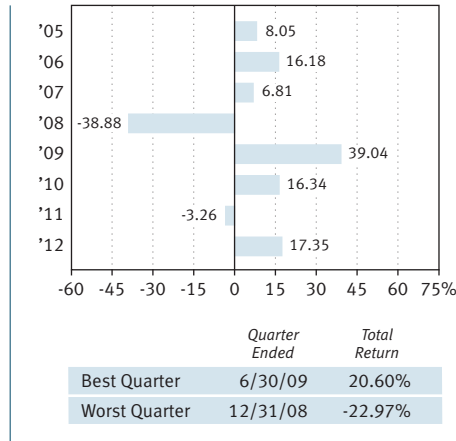
**Liquidity risk** This is the risk that a fund may not be able to sell a holding in a timely manner at a desired price. This risk could affect both stock and bond funds in which the fund invests.

**Foreign investing risk** This is the risk that the fund's investments in international funds may be adversely affected by economic conditions or developments overseas, or decreases in foreign currency values relative to the U.S. dollar. The risks are heightened for underlying funds that focus on emerging markets.

**Performance** The bar chart showing calendar year returns and the average annual total returns table indicate risk by illustrating how much returns can differ from one year to the next and how fund performance compares with that of a comparable market index. The fund's past performance (before and after taxes) is not necessarily an indication of future performance.

The fund can also experience short-term performance swings, as shown by the best and worst calendar quarter returns during the years depicted.

**Retirement 2035 Fund**  
Calendar Year Returns



The fund's return for the six months ended 6/30/13 was 7.62%.

In addition, the average annual total returns table shows hypothetical after-tax returns to suggest how taxes paid by a shareholder may influence returns. After-tax returns are calculated using the historical highest individual federal marginal income tax rates and do not reflect the impact of state and local taxes. Actual after-tax returns depend on an investor's tax situation and may differ from those shown. After-tax returns shown are not relevant to investors who hold their fund shares through tax-deferred arrangements, such as a 401(k) account or individual retirement account.

**Average Annual Total Returns**

	Periods ended December 31, 2012		
	1 Year	5 Years	Since inception (2/27/04)
<b>2035 Fund</b>			
Returns before taxes	17.35 %	2.34 %	5.90 %
Returns after taxes on distributions	16.86	1.87	5.42
Returns after taxes on distributions and sale of fund shares	11.71	1.82	4.98
S&P Target Date 2035 Index (reflects no deduction for fees, expenses, or taxes)	14.12	1.68	5.07
Combined Index Portfolio (reflects no deduction for fees, expenses, or taxes) <sup>a</sup>	15.46	1.73	5.31

<sup>a</sup> Combined Index Portfolio is an unmanaged portfolio composed of 87.00% stocks (60.90% Russell 3000 Index, 26.10% MSCI All Country World Index ex USA), and 13.00% bonds (Barclays U.S. Aggregate Bond Index). The percentages will vary over time and the indices may vary over time.

Updated performance information is available through [troweprice.com](http://troweprice.com) or may be obtained by calling 1-800-225-5132.

## Management

**Investment Adviser** T. Rowe Price Associates, Inc. (T. Rowe Price)

Portfolio Manager	Title	Managed Fund Since	Joined Investment Adviser
Jerome A. Clark	Chairman of Investment Advisory Committee	2004	1992

## Purchase and Sale of Fund Shares

The fund's investment minimums generally are as follows (if you hold shares through a financial intermediary, the intermediary may impose different investment minimums):

<i>Type of Account</i>	<i>Minimum initial purchase</i>	<i>Minimum subsequent purchase</i>
Individual retirement accounts, small business retirement plan accounts, and Uniform Gifts to Minors Act or Uniform Transfers to Minors Act accounts	\$1,000	\$100
All other accounts	2,500	100

You may purchase, redeem, or exchange shares of the fund on any day the New York Stock Exchange is open for business by accessing your account online at [troweprice.com](http://troweprice.com), by calling 1-800-225-5132, or by written request. If you hold shares through a financial intermediary, you must purchase, redeem, and exchange shares through your intermediary.

## Tax Information

Any dividends or capital gains are declared and paid annually, usually in December. Distributions by the fund, whether or not you reinvest these amounts in additional fund shares, may be taxed as ordinary income or capital gains unless you invest through a tax-deferred account. A redemption or exchange of fund shares may be taxable.

## Payments to Broker-Dealers and Other Financial Intermediaries

If you purchase shares of the fund through a broker-dealer or other financial intermediary (such as a bank), the fund and its related companies may pay the intermediary for the sale of fund shares and related services. These payments may create a conflict of interest by influencing the broker-dealer or other intermediary and your salesperson to recommend the fund over another investment. Ask your salesperson or visit your financial intermediary's website for more information.

# SUMMARY

## T. Rowe Price Retirement 2040 Fund

### Investment Objective

The fund seeks the highest total return over time consistent with an emphasis on both capital growth and income.

### Fees and Expenses

This table describes the fees and expenses that you may pay if you buy and hold shares of the fund.

#### *Fees and Expenses of the Fund\**

<i>Shareholder fees (fees paid directly from your investment)</i>	
Maximum sales charge (load) imposed on purchases	NONE
Maximum deferred sales charge (load)	NONE
Redemption fee	NONE
Maximum account fee	\$20 <sup>a</sup>
<i>Annual fund operating expenses (expenses that you pay each year as a percentage of the value of your investment)</i>	
Management fees	0.00%
Distribution and service (12b-1) fees	0.00%
Other expenses	0.00%
Acquired fund fees and expenses	0.78%
<b>Total annual fund operating expenses</b>	<b>0.78%</b>

\* While the fund itself charges no management fee, it will indirectly bear its pro-rata share of the expenses of the underlying T. Rowe Price funds in which it invests (acquired funds). The acquired funds are expected to bear the operating expenses of the fund.

<sup>a</sup> Subject to certain exceptions, accounts with a balance of less than \$10,000 are charged an annual \$20 fee.

**Example** This example is intended to help you compare the cost of investing in the fund with the cost of investing in other mutual funds. The example assumes that you invest \$10,000 in the fund for the time periods indicated and then redeem all of your shares at the end of those periods. The example also assumes that your investment has a 5% return each year and that the fund's operating expenses remain the same. Although your actual costs may be higher or lower, based on these assumptions your costs would be:

<i>1 year</i>	<i>3 years</i>	<i>5 years</i>	<i>10 years</i>
\$80	\$249	\$433	\$966

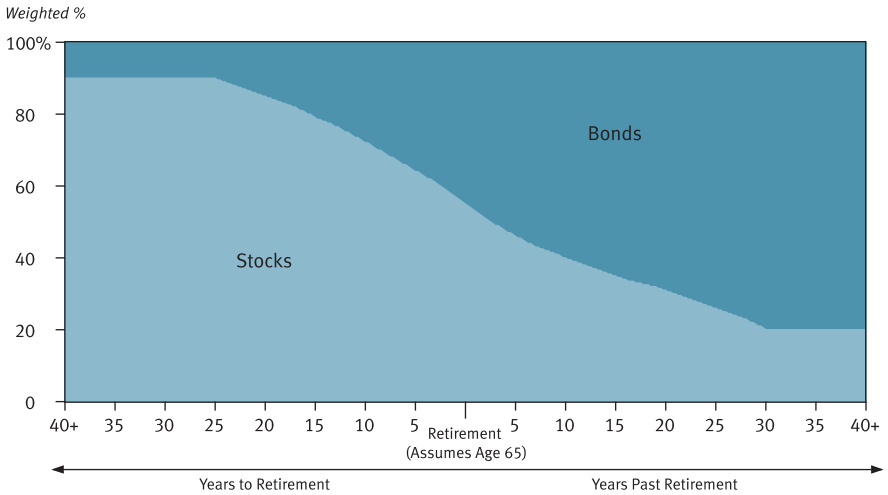
**Portfolio Turnover** The fund pays transaction costs, such as commissions, when it buys and sells securities (or “turns over” its portfolio). A higher portfolio turnover rate may indicate higher transaction costs and may result in higher taxes when fund shares are held in a taxable account. These costs, which are not reflected in annual fund operating expenses or in the example, affect the fund’s performance. During the most recent fiscal year, the fund’s portfolio turnover rate was 12.8% of the average value of its portfolio.

### **Investments, Risks, and Performance**

**Principal Investment Strategies** The fund pursues its objective by investing in a diversified portfolio of other T. Rowe Price stock and bond funds that represent various asset classes and sectors. The fund’s allocation between T. Rowe Price stock and bond funds will change over time in relation to its target retirement date.

The fund is managed based on the specific retirement year (target date 2040) included in its name and assumes a retirement age of 65. The target date refers to the approximate year an investor in the fund would plan to retire and likely stop making new investments in the fund. The fund is designed for an investor who anticipates retiring at or about the target date and who plans to withdraw the value of the account in the fund gradually after retirement. However, if an investor retires significantly earlier or later than age 65, the fund may not be an appropriate investment even if the investor retires on or near the fund’s target date.

Over time, the allocation to asset classes and funds will change according to a predetermined “glide path” shown in the following chart. The glide path represents the shifting of asset classes over time and shows how the fund’s asset mix becomes more conservative—both prior to and after retirement—as time elapses. This reflects the need for reduced market risks as retirement approaches and the need for lower portfolio volatility after retiring. Although the glide path is meant to dampen the fund’s potential volatility as retirement approaches, the fund is not designed for a lump sum redemption at the retirement date. The fund pursues an asset allocation strategy that promotes asset accumulation prior to retirement, but it is intended to also serve as a post-retirement investment vehicle with allocations designed to support an income stream made up of regular withdrawals throughout retirement along with some portfolio growth that exceeds inflation. After the target date, the fund is designed to balance longevity and inflation risks along with the need for some income, although it does not guarantee a particular level of income.



At the target date, the fund’s allocation to stocks is anticipated to be approximately 55% of its assets. The fund’s exposure to stocks will continue to decline until approximately 30 years after its target date, when its allocation to stocks will remain fixed at approximately 20% of its assets and the remainder will be invested in bonds. There are no maturity restrictions within the fund’s overall allocation to bonds, although the bond funds in which the fund invests may impose specific limits on maturity or credit quality. The allocations shown in the glide path are referred to as “neutral” allocations because they do not reflect any tactical decisions made by T. Rowe Price to overweight or underweight a particular asset class or sector based on its market outlook. The target allocations assigned to the broad asset classes (Stocks and Bonds), which reflect these tactical decisions resulting from market outlook, are not expected to vary from the neutral allocations set forth in the glide path by more than plus (+) or minus (-) five percentage (5%) points.

The following table details the way the portfolio is generally expected to be allocated between the asset classes. The table also shows the sectors within those broad asset classes to which the portfolio will have exposure, and the expected allocations to the T. Rowe Price funds that will be used to represent those sectors. The information in the table represents the neutral allocations for the fund as of October 1, 2013. The target allocations and actual allocations may differ. The fund’s shareholder reports set forth its actual allocations between stock funds and bond funds and to the individual T. Rowe Price funds.

**2040 Fund**

<b>Asset Class</b>		<b>Sector</b>	<b>Fund</b>	<b>Neutral Allocation</b>
Stocks	90.00%	Domestic Large-Cap Stocks	Equity Index 500	7.41%
			Growth Stock	19.34
			Value	19.34
		Domestic Mid-Cap Stocks	Mid-Cap Growth	3.59
			Mid-Cap Value	3.59
		Domestic Small-Cap Stocks	New Horizons	2.19
			Small-Cap Stock	2.20
			Small-Cap Value	2.19
			International Developed Market Stocks	International Growth & Income
		International Emerging Market Stocks	International Stock	7.27
			Overseas Stock	7.26
Emerging Markets Stock	3.85			
Bonds	10.00	Domestic Investment-Grade Bonds	Real Assets	4.50
			New Income	7.00
		Domestic High Yield Bonds	High Yield	1.00
		International Bonds	Emerging Markets Bond	1.00
		Inflation Focused Bonds	International Bond	1.00
		Inflation Focused Bond	0.00	

**Principal Risks** As with any mutual fund, there is no guarantee that the fund will achieve its objective. The fund's share price fluctuates, which means you could lose money by investing in the fund. You may experience losses, including losses near, at, or after the target retirement date. There is no guarantee that the fund will provide adequate income at and through your retirement. The principal risks of investing in this fund are summarized as follows:

**Asset allocation risk** The fund's risks will directly correspond to the risks of the underlying funds in which it invests. By investing in many underlying funds, the fund has partial exposure to the risks of many different areas of the market, and the fund's overall level of risk should decline over time. However, the selection of the underlying funds and the allocation of the fund's assets among the various asset classes and market sectors could cause the fund to underperform other funds with a similar investment objective.

**General equity risk** Stocks generally fluctuate in value more than bonds and may decline significantly over short periods. As with any fund having equity exposure, the fund's share price can fall because of overall weakness in the stock market. The value of a stock fund in which the fund invests may decline due to general market conditions or because of factors that affect a particular industry or market sector.

**Small- and mid-cap stock risk** Investing in small- and mid-cap funds entails greater risk than investing in funds that focus on larger companies. Stocks of smaller

companies are usually more volatile than stocks of larger companies because smaller companies usually have more limited financial resources, less experienced management, and less publicly available information, and seldom pay significant dividends that could help to cushion returns in a falling market.

**Investment style risk** Because the fund invests in stock funds with both growth and value characteristics, its share price may be negatively affected if either investing approach falls out of favor. Growth stocks tend to be more volatile than certain other types of stocks and are more sensitive to changes in current or expected earnings. Value stocks carry the risk that investors will not recognize their intrinsic value for a long time or that they are actually appropriately priced at a low level.

**Interest rate risk** This is the risk that a rise in interest rates could cause the price of a bond fund in which the fund invests to fall. Generally, the longer the weighted average maturity of an underlying fund, the greater its interest rate risk.

**Credit risk** This is the risk that an issuer of a debt security held by an underlying bond fund could suffer an adverse change in financial condition that results in a payment default, security downgrade, or inability to meet a financial obligation, thereby negatively affecting the fund's price or yield. The fund's exposure to credit risk is increased to the extent it invests in bond funds that hold securities rated as below investment-grade, also known as "junk" bonds. Junk bonds carry a higher risk of default and should be considered speculative.

**Liquidity risk** This is the risk that a fund may not be able to sell a holding in a timely manner at a desired price. This risk could affect both stock and bond funds in which the fund invests.

**Foreign investing risk** This is the risk that the fund's investments in international funds may be adversely affected by economic conditions or developments overseas, or decreases in foreign currency values relative to the U.S. dollar. The risks are heightened for underlying funds that focus on emerging markets.

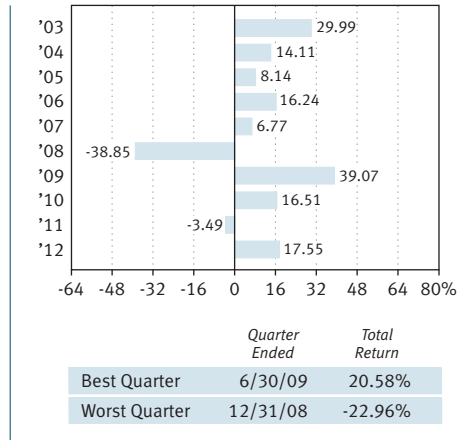
**Performance** The bar chart showing calendar year returns and the average annual total returns table indicate risk by illustrating how much returns can differ from one year to the next and how fund performance compares with that of a comparable market index. The fund's past performance (before and after taxes) is not necessarily an indication of future performance.

The fund can also experience short-term performance swings, as shown by the best and worst calendar quarter returns during the years depicted.



## Retirement 2040 Fund

## Calendar Year Returns



The fund's return for the six months ended 6/30/13 was 8.01%.

In addition, the average annual total returns table shows hypothetical after-tax returns to suggest how taxes paid by a shareholder may influence returns. After-tax returns are calculated using the historical highest individual federal marginal income tax rates and do not reflect the impact of state and local taxes. Actual after-tax returns depend on an investor's tax situation and may differ from those shown. After-tax returns shown are not relevant to investors who hold their fund shares through tax-deferred arrangements, such as a 401(k) account or individual retirement account.

## Average Annual Total Returns

	Periods ended December 31, 2012		
	1 Year	5 Years	10 Years
<b>2040 Fund</b>			
Returns before taxes	17.55 %	2.37 %	8.39 %
Returns after taxes on distributions	17.14	1.92	7.93
Returns after taxes on distributions and sale of fund shares	11.82	1.86	7.27
S&P Target Date 2040 Index (reflects no deduction for fees, expenses, or taxes)	14.69	1.48	7.59
Combined Index Portfolio (reflects no deduction for fees, expenses, or taxes) <sup>a</sup>	15.66	1.76	7.84

<sup>a</sup> Combined Index Portfolio is an unmanaged portfolio composed of 90.00% stocks (63.00% Russell 3000 Index, 27.00% MSCI All Country World ex USA), 10.00% bonds (Barclays U.S. Aggregate Bond Index). The percentages will vary over time and the indices may vary over time.

Updated performance information is available through [troweprice.com](http://troweprice.com) or may be obtained by calling 1-800-225-5132.

## Management

**Investment Adviser** T. Rowe Price Associates, Inc. (T. Rowe Price)

Portfolio Manager	Title	Managed Fund Since	Joined Investment Adviser
Jerome A. Clark	Chairman of Investment Advisory Committee	2002	1992

## Purchase and Sale of Fund Shares

The fund's investment minimums generally are as follows (if you hold shares through a financial intermediary, the intermediary may impose different investment minimums):

<i>Type of Account</i>	<i>Minimum initial purchase</i>	<i>Minimum subsequent purchase</i>
Individual retirement accounts, small business retirement plan accounts, and Uniform Gifts to Minors Act or Uniform Transfers to Minors Act accounts	\$1,000	\$100
All other accounts	2,500	100

You may purchase, redeem, or exchange shares of the fund on any day the New York Stock Exchange is open for business by accessing your account online at [troweprice.com](http://troweprice.com), by calling 1-800-225-5132, or by written request. If you hold shares through a financial intermediary, you must purchase, redeem, and exchange shares through your intermediary.

## Tax Information

Any dividends or capital gains are declared and paid annually, usually in December. Distributions by the fund, whether or not you reinvest these amounts in additional fund shares, may be taxed as ordinary income or capital gains unless you invest through a tax-deferred account. A redemption or exchange of fund shares may be taxable.

## Payments to Broker-Dealers and Other Financial Intermediaries

If you purchase shares of the fund through a broker-dealer or other financial intermediary (such as a bank), the fund and its related companies may pay the intermediary for the sale of fund shares and related services. These payments may create a conflict of interest by influencing the broker-dealer or other intermediary and your salesperson to recommend the fund over another investment. Ask your salesperson or visit your financial intermediary's website for more information.

# SUMMARY

## T. Rowe Price Retirement 2045 Fund

### Investment Objective

The fund seeks the highest total return over time consistent with an emphasis on both capital growth and income.

### Fees and Expenses

This table describes the fees and expenses that you may pay if you buy and hold shares of the fund.

#### *Fees and Expenses of the Fund\**

<i>Shareholder fees (fees paid directly from your investment)</i>	
Maximum sales charge (load) imposed on purchases	NONE
Maximum deferred sales charge (load)	NONE
Redemption fee	NONE
Maximum account fee	\$20 <sup>a</sup>
<i>Annual fund operating expenses (expenses that you pay each year as a percentage of the value of your investment)</i>	
Management fees	0.00%
Distribution and service (12b-1) fees	0.00%
Other expenses	0.00%
Acquired fund fees and expenses	0.78%
<b>Total annual fund operating expenses</b>	<b>0.78%</b>

\* While the fund itself charges no management fee, it will indirectly bear its pro-rata share of the expenses of the underlying T. Rowe Price funds in which it invests (acquired funds). The acquired funds are expected to bear the operating expenses of the fund.

<sup>a</sup> Subject to certain exceptions, accounts with a balance of less than \$10,000 are charged an annual \$20 fee.

**Example** This example is intended to help you compare the cost of investing in the fund with the cost of investing in other mutual funds. The example assumes that you invest \$10,000 in the fund for the time periods indicated and then redeem all of your shares at the end of those periods. The example also assumes that your investment has a 5% return each year and that the fund's operating expenses remain the same. Although your actual costs may be higher or lower, based on these assumptions your costs would be:

<i>1 year</i>	<i>3 years</i>	<i>5 years</i>	<i>10 years</i>
\$80	\$249	\$433	\$966

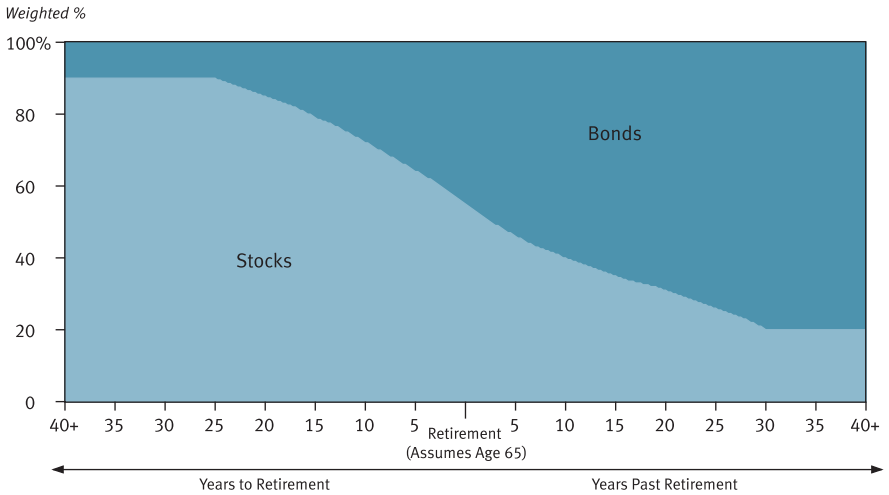
**Portfolio Turnover** The fund pays transaction costs, such as commissions, when it buys and sells securities (or “turns over” its portfolio). A higher portfolio turnover rate may indicate higher transaction costs and may result in higher taxes when fund shares are held in a taxable account. These costs, which are not reflected in annual fund operating expenses or in the example, affect the fund’s performance. During the most recent fiscal year, the fund’s portfolio turnover rate was 10.8% of the average value of its portfolio.

### **Investments, Risks, and Performance**

**Principal Investment Strategies** The fund pursues its objective by investing in a diversified portfolio of other T. Rowe Price stock and bond funds that represent various asset classes and sectors. The fund’s allocation between T. Rowe Price stock and bond funds will change over time in relation to its target retirement date.

The fund is managed based on the specific retirement year (target date 2045) included in its name and assumes a retirement age of 65. The target date refers to the approximate year an investor in the fund would plan to retire and likely stop making new investments in the fund. The fund is designed for an investor who anticipates retiring at or about the target date and who plans to withdraw the value of the account in the fund gradually after retirement. However, if an investor retires significantly earlier or later than age 65, the fund may not be an appropriate investment even if the investor retires on or near the fund’s target date.

Over time, the allocation to asset classes and funds will change according to a predetermined “glide path” shown in the following chart. The glide path represents the shifting of asset classes over time and shows how the fund’s asset mix becomes more conservative—both prior to and after retirement—as time elapses. This reflects the need for reduced market risks as retirement approaches and the need for lower portfolio volatility after retiring. Although the glide path is meant to dampen the fund’s potential volatility as retirement approaches, the fund is not designed for a lump sum redemption at the retirement date. The fund pursues an asset allocation strategy that promotes asset accumulation prior to retirement, but it is intended to also serve as a post-retirement investment vehicle with allocations designed to support an income stream made up of regular withdrawals throughout retirement along with some portfolio growth that exceeds inflation. After the target date, the fund is designed to balance longevity and inflation risks along with the need for some income, although it does not guarantee a particular level of income.



At the target date, the fund's allocation to stocks is anticipated to be approximately 55% of its assets. The fund's exposure to stocks will continue to decline until approximately 30 years after its target date, when its allocation to stocks will remain fixed at approximately 20% of its assets and the remainder will be invested in bonds. There are no maturity restrictions within the fund's overall allocation to bonds, although the bond funds in which the fund invests may impose specific limits on maturity or credit quality. The allocations shown in the glide path are referred to as "neutral" allocations because they do not reflect any tactical decisions made by T. Rowe Price to overweight or underweight a particular asset class or sector based on its market outlook. The target allocations assigned to the broad asset classes (Stocks and Bonds), which reflect these tactical decisions resulting from market outlook, are not expected to vary from the neutral allocations set forth in the glide path by more than plus (+) or minus (-) five percentage (5%) points.

The following table details the way the portfolio is generally expected to be allocated between the asset classes. The table also shows the sectors within those broad asset classes to which the portfolio will have exposure, and the expected allocations to the T. Rowe Price funds that will be used to represent those sectors. The information in the table represents the neutral allocations for the fund as of October 1, 2013. The target allocations and actual allocations may differ. The fund's shareholder reports set forth its actual allocations between stock funds and bond funds and to the individual T. Rowe Price funds.

**2045 Fund**

<b>Asset Class</b>		<b>Sector</b>	<b>Fund</b>	<b>Neutral Allocation</b>
Stocks	90.00%	Domestic Large-Cap Stocks	Equity Index 500	7.41%
			Growth Stock	19.34
			Value	19.34
		Domestic Mid-Cap Stocks	Mid-Cap Growth	3.59
			Mid-Cap Value	3.59
		Domestic Small-Cap Stocks	New Horizons	2.19
			Small-Cap Stock	2.20
			Small-Cap Value	2.19
		International Developed Market Stocks	International Growth & Income	7.27
			International Stock	7.27
Overseas Stock	7.26			
International Emerging Market Stocks	Emerging Markets Stock	3.85		
	Inflation Focused Stocks	Real Assets	4.50	
Bonds	10.00	Domestic Investment-Grade Bonds	New Income	7.00
			High Yield	1.00
		International Bonds	Emerging Markets Bond	1.00
		Inflation Focused Bonds	International Bond	1.00
			Inflation Focused Bond	0.00

**Principal Risks** As with any mutual fund, there is no guarantee that the fund will achieve its objective. The fund's share price fluctuates, which means you could lose money by investing in the fund. You may experience losses, including losses near, at, or after the target retirement date. There is no guarantee that the fund will provide adequate income at and through your retirement. The principal risks of investing in this fund are summarized as follows:

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**Investment style risk** Because the fund invests in stock funds with both growth and value characteristics, its share price may be negatively affected if either investing approach falls out of favor. Growth stocks tend to be more volatile than certain other types of stocks and are more sensitive to changes in current or expected earnings. Value stocks carry the risk that investors will not recognize their intrinsic value for a long time or that they are actually appropriately priced at a low level.

**Interest rate risk** This is the risk that a rise in interest rates could cause the price of a bond fund in which the fund invests to fall. Generally, the longer the weighted average maturity of an underlying fund, the greater its interest rate risk.

**Credit risk** This is the risk that an issuer of a debt security held by an underlying bond fund could suffer an adverse change in financial condition that results in a payment default, security downgrade, or inability to meet a financial obligation, thereby negatively affecting the fund's price or yield. The fund's exposure to credit risk is increased to the extent it invests in bond funds that hold securities rated as below investment-grade, also known as "junk" bonds. Junk bonds carry a higher risk of default and should be considered speculative.

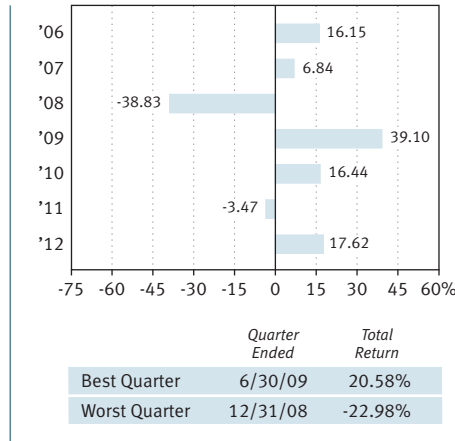
**Liquidity risk** This is the risk that a fund may not be able to sell a holding in a timely manner at a desired price. This risk could affect both stock and bond funds in which the fund invests.

**Foreign investing risk** This is the risk that the fund's investments in international funds may be adversely affected by economic conditions or developments overseas, or decreases in foreign currency values relative to the U.S. dollar. The risks are heightened for underlying funds that focus on emerging markets.

**Performance** The bar chart showing calendar year returns and the average annual total returns table indicate risk by illustrating how much returns can differ from one year to the next and how fund performance compares with that of a comparable market index. The fund's past performance (before and after taxes) is not necessarily an indication of future performance.

The fund can also experience short-term performance swings, as shown by the best and worst calendar quarter returns during the years depicted.

**Retirement 2045 Fund**  
Calendar Year Returns



The fund's return for the six months ended 6/30/13 was 7.95%.

In addition, the average annual total returns table shows hypothetical after-tax returns to suggest how taxes paid by a shareholder may influence returns. After-tax returns are calculated using the historical highest individual federal marginal income tax rates and do not reflect the impact of state and local taxes. Actual after-tax returns depend on an investor's tax situation and may differ from those shown. After-tax returns shown are not relevant to investors who hold their fund shares through tax-deferred arrangements, such as a 401(k) account or individual retirement account.

**Average Annual Total Returns**

	Periods ended December 31, 2012		
	1 Year	5 Years	Since inception (5/31/05)
<b>2045 Fund</b>			
Returns before taxes	17.62 %	2.38 %	5.76 %
Returns after taxes on distributions	17.20	1.93	5.28
Returns after taxes on distributions and sale of fund shares	11.87	1.87	4.84
S&P Target Date 2045 Index (reflects no deduction for fees, expenses, or taxes)	15.15	1.21	4.72
Combined Index Portfolio (reflects no deduction for fees, expenses, or taxes) <sup>a</sup>	15.66	1.76	5.13

<sup>a</sup> Combined Index Portfolio is an unmanaged portfolio composed of 90.00% stocks (63.00% Russell 3000 Index, 27.00% MSCI All Country World ex USA), 10.00% bonds (Barclays U.S. Aggregate Bond Index). The percentages will vary over time and the indices may vary over time.



Updated performance information is available through [troweprice.com](http://troweprice.com) or may be obtained by calling 1-800-225-5132.

## Management

**Investment Adviser** T. Rowe Price Associates, Inc. (T. Rowe Price)

Portfolio Manager	Title	Managed Fund Since	Joined Investment Adviser
Jerome A. Clark	Chairman of Investment Advisory Committee	2005	1992

## Purchase and Sale of Fund Shares

The fund's investment minimums generally are as follows (if you hold shares through a financial intermediary, the intermediary may impose different investment minimums):

<i>Type of Account</i>	<i>Minimum initial purchase</i>	<i>Minimum subsequent purchase</i>
Individual retirement accounts, small business retirement plan accounts, and Uniform Gifts to Minors Act or Uniform Transfers to Minors Act accounts	\$1,000	\$100
All other accounts	2,500	100

You may purchase, redeem, or exchange shares of the fund on any day the New York Stock Exchange is open for business by accessing your account online at [troweprice.com](http://troweprice.com), by calling 1-800-225-5132, or by written request. If you hold shares through a financial intermediary, you must purchase, redeem, and exchange shares through your intermediary.

## Tax Information

Any dividends or capital gains are declared and paid annually, usually in December. Distributions by the fund, whether or not you reinvest these amounts in additional fund shares, may be taxed as ordinary income or capital gains unless you invest through a tax-deferred account. A redemption or exchange of fund shares may be taxable.

## Payments to Broker-Dealers and Other Financial Intermediaries

If you purchase shares of the fund through a broker-dealer or other financial intermediary (such as a bank), the fund and its related companies may pay the intermediary for the sale of fund shares and related services. These payments may create a conflict of interest by influencing the broker-dealer or other intermediary and your salesperson to recommend the fund over another investment. Ask your salesperson or visit your financial intermediary's website for more information.

# SUMMARY

## T. Rowe Price Retirement 2050 Fund

### Investment Objective

The fund seeks the highest total return over time consistent with an emphasis on both capital growth and income.

### Fees and Expenses

This table describes the fees and expenses that you may pay if you buy and hold shares of the fund.

#### Fees and Expenses of the Fund\*

<i>Shareholder fees (fees paid directly from your investment)</i>	
Maximum sales charge (load) imposed on purchases	NONE
Maximum deferred sales charge (load)	NONE
Redemption fee	NONE
Maximum account fee	\$20 <sup>a</sup>
<i>Annual fund operating expenses (expenses that you pay each year as a percentage of the value of your investment)</i>	
Management fees	0.00%
Distribution and service (12b-1) fees	0.00%
Other expenses	0.00%
Acquired fund fees and expenses	0.78%
<b>Total annual fund operating expenses</b>	<b>0.78%</b>

\* While the fund itself charges no management fee, it will indirectly bear its pro-rata share of the expenses of the underlying T. Rowe Price funds in which it invests (acquired funds). The acquired funds are expected to bear the operating expenses of the fund.

<sup>a</sup> Subject to certain exceptions, accounts with a balance of less than \$10,000 are charged an annual \$20 fee.

**Example** This example is intended to help you compare the cost of investing in the fund with the cost of investing in other mutual funds. The example assumes that you invest \$10,000 in the fund for the time periods indicated and then redeem all of your shares at the end of those periods. The example also assumes that your investment has a 5% return each year and that the fund's operating expenses remain the same. Although your actual costs may be higher or lower, based on these assumptions your costs would be:

<i>1 year</i>	<i>3 years</i>	<i>5 years</i>	<i>10 years</i>
\$80	\$249	\$433	\$966

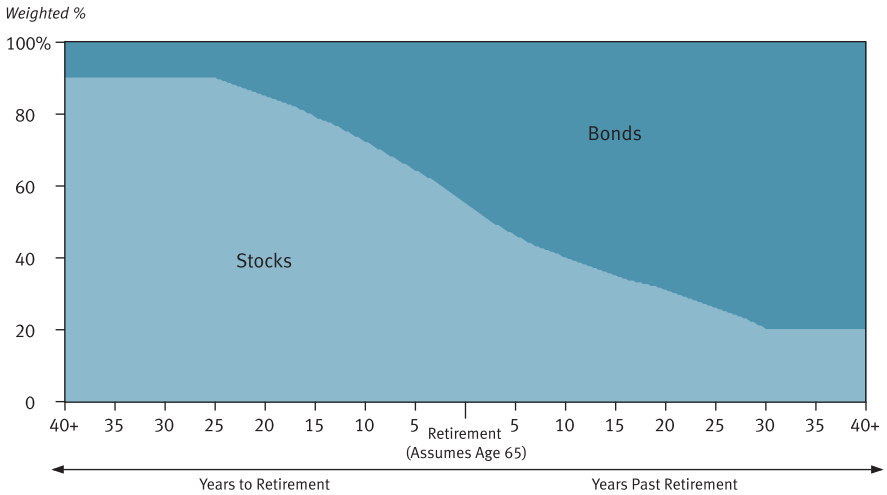
**Portfolio Turnover** The fund pays transaction costs, such as commissions, when it buys and sells securities (or “turns over” its portfolio). A higher portfolio turnover rate may indicate higher transaction costs and may result in higher taxes when fund shares are held in a taxable account. These costs, which are not reflected in annual fund operating expenses or in the example, affect the fund’s performance. During the most recent fiscal year, the fund’s portfolio turnover rate was 14.1% of the average value of its portfolio.

### **Investments, Risks, and Performance**

**Principal Investment Strategies** The fund pursues its objective by investing in a diversified portfolio of other T. Rowe Price stock and bond funds that represent various asset classes and sectors. The fund’s allocation between T. Rowe Price stock and bond funds will change over time in relation to its target retirement date.

The fund is managed based on the specific retirement year (target date 2050) included in its name and assumes a retirement age of 65. The target date refers to the approximate year an investor in the fund would plan to retire and likely stop making new investments in the fund. The fund is designed for an investor who anticipates retiring at or about the target date and who plans to withdraw the value of the account in the fund gradually after retirement. However, if an investor retires significantly earlier or later than age 65, the fund may not be an appropriate investment even if the investor retires on or near the fund’s target date.

Over time, the allocation to asset classes and funds will change according to a predetermined “glide path” shown in the following chart. The glide path represents the shifting of asset classes over time and shows how the fund’s asset mix becomes more conservative—both prior to and after retirement—as time elapses. This reflects the need for reduced market risks as retirement approaches and the need for lower portfolio volatility after retiring. Although the glide path is meant to dampen the fund’s potential volatility as retirement approaches, the fund is not designed for a lump sum redemption at the retirement date. The fund pursues an asset allocation strategy that promotes asset accumulation prior to retirement, but it is intended to also serve as a post-retirement investment vehicle with allocations designed to support an income stream made up of regular withdrawals throughout retirement along with some portfolio growth that exceeds inflation. After the target date, the fund is designed to balance longevity and inflation risks along with the need for some income, although it does not guarantee a particular level of income.



At the target date, the fund’s allocation to stocks is anticipated to be approximately 55% of its assets. The fund’s exposure to stocks will continue to decline until approximately 30 years after its target date, when its allocation to stocks will remain fixed at approximately 20% of its assets and the remainder will be invested in bonds. There are no maturity restrictions within the fund’s overall allocation to bonds, although the bond funds in which the fund invests may impose specific limits on maturity or credit quality. The allocations shown in the glide path are referred to as “neutral” allocations because they do not reflect any tactical decisions made by T. Rowe Price to overweight or underweight a particular asset class or sector based on its market outlook. The target allocations assigned to the broad asset classes (Stocks and Bonds), which reflect these tactical decisions resulting from market outlook, are not expected to vary from the neutral allocations set forth in the glide path by more than plus (+) or minus (-) five percentage (5%) points.

The following table details the way the portfolio is generally expected to be allocated between the asset classes. The table also shows the sectors within those broad asset classes to which the portfolio will have exposure, and the expected allocations to the T. Rowe Price funds that will be used to represent those sectors. The information in the table represents the neutral allocations for the fund as of October 1, 2013. The target allocations and actual allocations may differ. The fund’s shareholder reports set forth its actual allocations between stock funds and bond funds and to the individual T. Rowe Price funds.

**2050 Fund**

<b>Asset Class</b>	<b>Sector</b>	<b>Fund</b>	<b>Neutral Allocation</b>	
Stocks	90.00%	Domestic Large-Cap Stocks	Equity Index 500	7.41%
			Growth Stock	19.34
			Value	19.34
		Domestic Mid-Cap Stocks	Mid-Cap Growth	3.59
			Mid-Cap Value	3.59
		Domestic Small-Cap Stocks	New Horizons	2.19
			Small-Cap Stock	2.20
			Small-Cap Value	2.19
			International Developed Market Stocks	International Growth & Income
		International Emerging Market Stocks	International Stock	7.27
			Overseas Stock	7.26
Emerging Markets Stock	3.85			
Bonds	10.00	Domestic Investment-Grade Bonds	Real Assets	4.50
			New Income	7.00
		Domestic High Yield Bonds	High Yield	1.00
		International Bonds	Emerging Markets Bond	1.00
		Inflation Focused Bonds	International Bond	1.00
		Inflation Focused Bond	0.00	

**Principal Risks** As with any mutual fund, there is no guarantee that the fund will achieve its objective. The fund's share price fluctuates, which means you could lose money by investing in the fund. You may experience losses, including losses near, at, or after the target retirement date. There is no guarantee that the fund will provide adequate income at and through your retirement. The principal risks of investing in this fund are summarized as follows:

**Asset allocation risk** The fund's risks will directly correspond to the risks of the underlying funds in which it invests. By investing in many underlying funds, the fund has partial exposure to the risks of many different areas of the market, and the fund's overall level of risk should decline over time. However, the selection of the underlying funds and the allocation of the fund's assets among the various asset classes and market sectors could cause the fund to underperform other funds with a similar investment objective.

**General equity risk** Stocks generally fluctuate in value more than bonds and may decline significantly over short periods. As with any fund having equity exposure, the fund's share price can fall because of overall weakness in the stock market. The value of a stock fund in which the fund invests may decline due to general market conditions or because of factors that affect a particular industry or market sector.

**Small- and mid-cap stock risk** Investing in small- and mid-cap funds entails greater risk than investing in funds that focus on larger companies. Stocks of smaller

companies are usually more volatile than stocks of larger companies because smaller companies usually have more limited financial resources, less experienced management, and less publicly available information, and seldom pay significant dividends that could help to cushion returns in a falling market.

**Investment style risk** Because the fund invests in stock funds with both growth and value characteristics, its share price may be negatively affected if either investing approach falls out of favor. Growth stocks tend to be more volatile than certain other types of stocks and are more sensitive to changes in current or expected earnings. Value stocks carry the risk that investors will not recognize their intrinsic value for a long time or that they are actually appropriately priced at a low level.

**Interest rate risk** This is the risk that a rise in interest rates could cause the price of a bond fund in which the fund invests to fall. Generally, the longer the weighted average maturity of an underlying fund, the greater its interest rate risk.

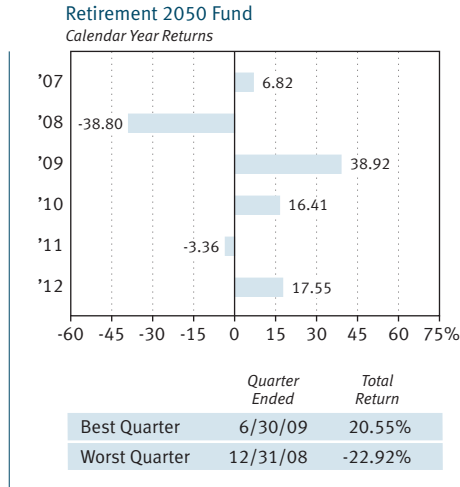
**Credit risk** This is the risk that an issuer of a debt security held by an underlying bond fund could suffer an adverse change in financial condition that results in a payment default, security downgrade, or inability to meet a financial obligation, thereby negatively affecting the fund's price or yield. The fund's exposure to credit risk is increased to the extent it invests in bond funds that hold securities rated as below investment-grade, also known as "junk" bonds. Junk bonds carry a higher risk of default and should be considered speculative.

**Liquidity risk** This is the risk that a fund may not be able to sell a holding in a timely manner at a desired price. This risk could affect both stock and bond funds in which the fund invests.

**Foreign investing risk** This is the risk that the fund's investments in international funds may be adversely affected by economic conditions or developments overseas, or decreases in foreign currency values relative to the U.S. dollar. The risks are heightened for underlying funds that focus on emerging markets.

**Performance** The bar chart showing calendar year returns and the average annual total returns table indicate risk by illustrating how much returns can differ from one year to the next and how fund performance compares with that of a comparable market index. The fund's past performance (before and after taxes) is not necessarily an indication of future performance.

The fund can also experience short-term performance swings, as shown by the best and worst calendar quarter returns during the years depicted.



The fund's return for the six months ended 6/30/13 was 7.97%.

In addition, the average annual total returns table shows hypothetical after-tax returns to suggest how taxes paid by a shareholder may influence returns. After-tax returns are calculated using the historical highest individual federal marginal income tax rates and do not reflect the impact of state and local taxes. Actual after-tax returns depend on an investor's tax situation and may differ from those shown. After-tax returns shown are not relevant to investors who hold their fund shares through tax-deferred arrangements, such as a 401(k) account or individual retirement account.

### Average Annual Total Returns

	<b>Periods ended December 31, 2012</b>		
	<b>1 Year</b>	<b>5 Years</b>	<b>Since inception (12/29/06)</b>
<b>2050 Fund</b>			
Returns before taxes	17.55 %	2.37 %	3.10 %
Returns after taxes on distributions	17.16	2.00	2.71
Returns after taxes on distributions and sale of fund shares	11.83	1.91	2.53
S&P Target Date 2050 Index (reflects no deduction for fees, expenses, or taxes)	15.49	—	1.85 *
Combined Index Portfolio (reflects no deduction for fees, expenses, or taxes) <sup>a</sup>	15.66	1.76	2.57

\* Returns as of 5/30/08.

<sup>a</sup> Combined Index Portfolio is an unmanaged portfolio composed of 90.00% stocks (63.00% Russell 3000 Index, 27.00% MSCI All Country World ex USA), 10.00% bonds (Barclays U.S. Aggregate Bond Index). The percentages will vary over time and the indices may vary over time.

Updated performance information is available through [troweprice.com](http://troweprice.com) or may be obtained by calling 1-800-225-5132.

## Management

**Investment Adviser** T. Rowe Price Associates, Inc. (T. Rowe Price)

Portfolio Manager	Title	Managed Fund Since	Joined Investment Adviser
Jerome A. Clark	Chairman of Investment Advisory Committee	2006	1992

## Purchase and Sale of Fund Shares

The fund's investment minimums generally are as follows (if you hold shares through a financial intermediary, the intermediary may impose different investment minimums):

<i>Type of Account</i>	<i>Minimum initial purchase</i>	<i>Minimum subsequent purchase</i>
Individual retirement accounts, small business retirement plan accounts, and Uniform Gifts to Minors Act or Uniform Transfers to Minors Act accounts	\$1,000	\$100
All other accounts	2,500	100

You may purchase, redeem, or exchange shares of the fund on any day the New York Stock Exchange is open for business by accessing your account online at [troweprice.com](http://troweprice.com), by calling 1-800-225-5132, or by written request. If you hold shares through a financial intermediary, you must purchase, redeem, and exchange shares through your intermediary.

## Tax Information

Any dividends or capital gains are declared and paid annually, usually in December. Distributions by the fund, whether or not you reinvest these amounts in additional fund shares, may be taxed as ordinary income or capital gains unless you invest through a tax-deferred account. A redemption or exchange of fund shares may be taxable.

## Payments to Broker-Dealers and Other Financial Intermediaries

If you purchase shares of the fund through a broker-dealer or other financial intermediary (such as a bank), the fund and its related companies may pay the intermediary for the sale of fund shares and related services. These payments may create a conflict of interest by influencing the broker-dealer or other intermediary and your salesperson to recommend the fund over another investment. Ask your salesperson or visit your financial intermediary's website for more information.



# SUMMARY

## T. Rowe Price Retirement 2055 Fund

### Investment Objective

The fund seeks the highest total return over time consistent with an emphasis on both capital growth and income.

### Fees and Expenses

This table describes the fees and expenses that you may pay if you buy and hold shares of the fund.

#### *Fees and Expenses of the Fund\**

<i>Shareholder fees (fees paid directly from your investment)</i>	
Maximum sales charge (load) imposed on purchases	NONE
Maximum deferred sales charge (load)	NONE
Redemption fee	NONE
Maximum account fee	\$20 <sup>a</sup>
<i>Annual fund operating expenses (expenses that you pay each year as a percentage of the value of your investment)</i>	
Management fees	0.00%
Distribution and service (12b-1) fees	0.00%
Other expenses	0.00%
Acquired fund fees and expenses	0.78%
<b>Total annual fund operating expenses</b>	<b>0.78%</b>

\* While the fund itself charges no management fee, it will indirectly bear its pro-rata share of the expenses of the underlying T. Rowe Price funds in which it invests (acquired funds). The acquired funds are expected to bear the operating expenses of the fund.

<sup>a</sup> Subject to certain exceptions, accounts with a balance of less than \$10,000 are charged an annual \$20 fee.

**Example** This example is intended to help you compare the cost of investing in the fund with the cost of investing in other mutual funds. The example assumes that you invest \$10,000 in the fund for the time periods indicated and then redeem all of your shares at the end of those periods. The example also assumes that your investment has a 5% return each year and that the fund's operating expenses remain the same. Although your actual costs may be higher or lower, based on these assumptions your costs would be:

<i>1 year</i>	<i>3 years</i>	<i>5 years</i>	<i>10 years</i>
\$80	\$249	\$433	\$966

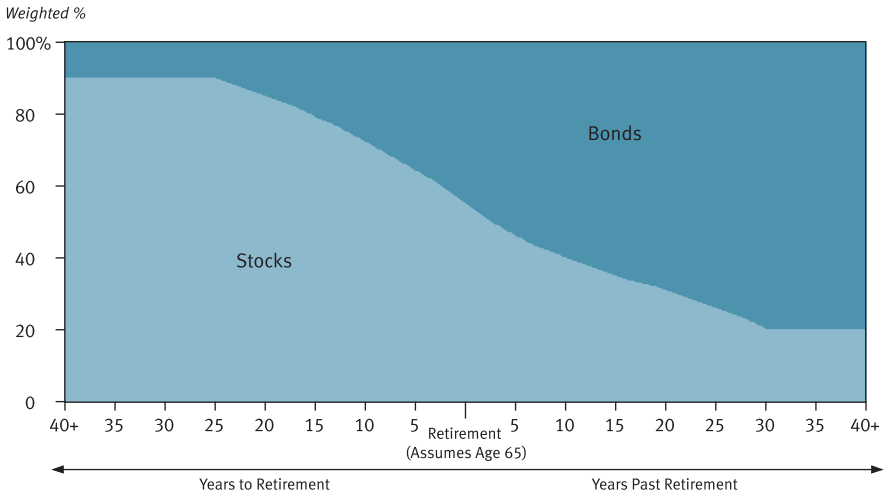
**Portfolio Turnover** The fund pays transaction costs, such as commissions, when it buys and sells securities (or “turns over” its portfolio). A higher portfolio turnover rate may indicate higher transaction costs and may result in higher taxes when fund shares are held in a taxable account. These costs, which are not reflected in annual fund operating expenses or in the example, affect the fund’s performance. During the most recent fiscal year, the fund’s portfolio turnover rate was 13.3% of the average value of its portfolio.

### **Investments, Risks, and Performance**

**Principal Investment Strategies** The fund pursues its objective by investing in a diversified portfolio of other T. Rowe Price stock and bond funds that represent various asset classes and sectors. The fund’s allocation between T. Rowe Price stock and bond funds will change over time in relation to its target retirement date.

The fund is managed based on the specific retirement year (target date 2055) included in its name and assumes a retirement age of 65. The target date refers to the approximate year an investor in the fund would plan to retire and likely stop making new investments in the fund. The fund is designed for an investor who anticipates retiring at or about the target date and who plans to withdraw the value of the account in the fund gradually after retirement. However, if an investor retires significantly earlier or later than age 65, the fund may not be an appropriate investment even if the investor retires on or near the fund’s target date.

Over time, the allocation to asset classes and funds will change according to a predetermined “glide path” shown in the following chart. The glide path represents the shifting of asset classes over time and shows how the fund’s asset mix becomes more conservative—both prior to and after retirement—as time elapses. This reflects the need for reduced market risks as retirement approaches and the need for lower portfolio volatility after retiring. Although the glide path is meant to dampen the fund’s potential volatility as retirement approaches, the fund is not designed for a lump sum redemption at the retirement date. The fund pursues an asset allocation strategy that promotes asset accumulation prior to retirement, but it is intended to also serve as a post-retirement investment vehicle with allocations designed to support an income stream made up of regular withdrawals throughout retirement along with some portfolio growth that exceeds inflation. After the target date, the fund is designed to balance longevity and inflation risks along with the need for some income, although it does not guarantee a particular level of income.



At the target date, the fund's allocation to stocks is anticipated to be approximately 55% of its assets. The fund's exposure to stocks will continue to decline until approximately 30 years after its target date, when its allocation to stocks will remain fixed at approximately 20% of its assets and the remainder will be invested in bonds. There are no maturity restrictions within the fund's overall allocation to bonds, although the bond funds in which the fund invests may impose specific limits on maturity or credit quality. The allocations shown in the glide path are referred to as "neutral" allocations because they do not reflect any tactical decisions made by T. Rowe Price to overweight or underweight a particular asset class or sector based on its market outlook. The target allocations assigned to the broad asset classes (Stocks and Bonds), which reflect these tactical decisions resulting from market outlook, are not expected to vary from the neutral allocations set forth in the glide path by more than plus (+) or minus (-) five percentage (5%) points.

The following table details the way the portfolio is generally expected to be allocated between the asset classes. The table also shows the sectors within those broad asset classes to which the portfolio will have exposure, and the expected allocations to the T. Rowe Price funds that will be used to represent those sectors. The information in the table represents the neutral allocations for the fund as of October 1, 2013. The target allocations and actual allocations may differ. The fund's shareholder reports set forth its actual allocations between stock funds and bond funds and to the individual T. Rowe Price funds.

## 2055

<i>Asset Class</i>		<i>Sector</i>	<i>Fund</i>	<i>Neutral Allocation</i>
Stocks	90.00%	Domestic Large-Cap Stocks	Equity Index 500	7.41%
			Growth Stock	19.34
			Value	19.34
		Domestic Mid-Cap Stocks	Mid-Cap Growth	3.59
			Mid-Cap Value	3.59
		Domestic Small-Cap Stocks	New Horizons	2.19
			Small-Cap Stock	2.20
			Small-Cap Value	2.19
		International Developed Market Stocks	International Growth & Income	7.27
			International Stock	7.27
Overseas Stock	7.26			
International Emerging Market Stocks	Emerging Markets Stock	3.85		
	Inflation Focused Stocks	Real Assets	4.50	
Bonds	10.00	Domestic Investment-Grade Bonds	New Income	7.00
			Domestic High Yield Bonds	High Yield
		International Bonds	Emerging Markets Bond	1.00
			International Bond	1.00
		Inflation Focused Bonds	Inflation Focused Bond	0.00

**Principal Risks** As with any mutual fund, there is no guarantee that the fund will achieve its objective. The fund's share price fluctuates, which means you could lose money by investing in the fund. You may experience losses, including losses near, at, or after the target retirement date. There is no guarantee that the fund will provide adequate income at and through your retirement. The principal risks of investing in this fund are summarized as follows:

**Asset allocation risk** The fund's risks will directly correspond to the risks of the underlying funds in which it invests. By investing in many underlying funds, the fund has partial exposure to the risks of many different areas of the market, and the fund's overall level of risk should decline over time. However, the selection of the underlying funds and the allocation of the fund's assets among the various asset classes and market sectors could cause the fund to underperform other funds with a similar investment objective.

**General equity risk** Stocks generally fluctuate in value more than bonds and may decline significantly over short periods. As with any fund having equity exposure, the fund's share price can fall because of overall weakness in the stock market. The value of a stock fund in which the fund invests may decline due to general market conditions or because of factors that affect a particular industry or market sector.

**Small- and mid-cap stock risk** Investing in small- and mid-cap funds entails greater risk than investing in funds that focus on larger companies. Stocks of smaller

companies are usually more volatile than stocks of larger companies because smaller companies usually have more limited financial resources, less experienced management, and less publicly available information, and seldom pay significant dividends that could help to cushion returns in a falling market.

**Investment style risk** Because the fund invests in stock funds with both growth and value characteristics, its share price may be negatively affected if either investing approach falls out of favor. Growth stocks tend to be more volatile than certain other types of stocks and are more sensitive to changes in current or expected earnings. Value stocks carry the risk that investors will not recognize their intrinsic value for a long time or that they are actually appropriately priced at a low level.

**Interest rate risk** This is the risk that a rise in interest rates could cause the price of a bond fund in which the fund invests to fall. Generally, the longer the weighted average maturity of an underlying fund, the greater its interest rate risk.

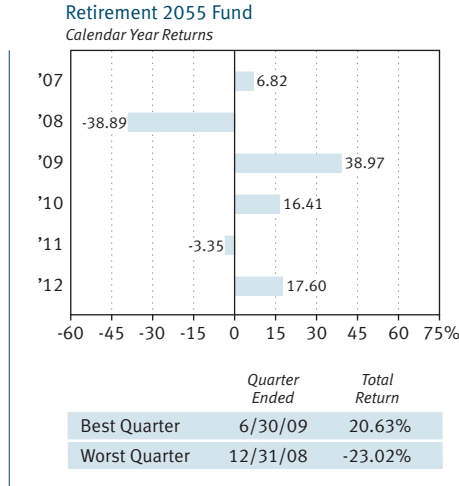
**Credit risk** This is the risk that an issuer of a debt security held by an underlying bond fund could suffer an adverse change in financial condition that results in a payment default, security downgrade, or inability to meet a financial obligation, thereby negatively affecting the fund's price or yield. The fund's exposure to credit risk is increased to the extent it invests in bond funds that hold securities rated as below investment-grade, also known as "junk" bonds. Junk bonds carry a higher risk of default and should be considered speculative.

**Liquidity risk** This is the risk that a fund may not be able to sell a holding in a timely manner at a desired price. This risk could affect both stock and bond funds in which the fund invests.

**Foreign investing risk** This is the risk that the fund's investments in international funds may be adversely affected by economic conditions or developments overseas, or decreases in foreign currency values relative to the U.S. dollar. The risks are heightened for underlying funds that focus on emerging markets.

**Performance** The bar chart showing calendar year returns and the average annual total returns table indicate risk by illustrating how much returns can differ from one year to the next and how fund performance compares with that of a comparable market index. The fund's past performance (before and after taxes) is not necessarily an indication of future performance.

The fund can also experience short-term performance swings, as shown by the best and worst calendar quarter returns during the years depicted.



The fund's return for the six months ended 6/30/13 was 7.87%.

In addition, the average annual total returns table shows hypothetical after-tax returns to suggest how taxes paid by a shareholder may influence returns. After-tax returns are calculated using the historical highest individual federal marginal income tax rates and do not reflect the impact of state and local taxes. Actual after-tax returns depend on an investor's tax situation and may differ from those shown. After-tax returns shown are not relevant to investors who hold their fund shares through tax-deferred arrangements, such as a 401(k) account or individual retirement account.

**Average Annual Total Returns**

	<b>Periods ended December 31, 2012</b>		
	<b>1 Year</b>	<b>5 Years</b>	<b>Since inception (12/29/06)</b>
<b>2055 Fund</b>			
<i>Returns before taxes</i>	17.60 %	2.36 %	3.09 %
<i>Returns after taxes on distributions</i>	17.20	1.95	2.67
<i>Returns after taxes on distributions and sale of fund shares</i>	11.84	1.87	2.50
S&P Target Date 2055+ Index (reflects no deduction for fees, expenses, or taxes)	15.81	—	13.42 *
Combined Index Portfolio (reflects no deduction for fees, expenses, or taxes) <sup>a</sup>	15.66	1.76	2.57

\* Returns as of 5/29/09.

<sup>a</sup> Combined Index Portfolio is an unmanaged portfolio composed of 90.00% stocks (63.00% Russell 3000 Index, 27.00% MSCI All Country World ex USA), 10.00% bonds (Barclays U.S. Aggregate Bond Index). The percentages will vary over time and the indices may vary over time.

Updated performance information is available through [troweprice.com](http://troweprice.com) or may be obtained by calling 1-800-225-5132.

## Management

**Investment Adviser** T. Rowe Price Associates, Inc. (T. Rowe Price)

Portfolio Manager	Title	Managed Fund Since	Joined Investment Adviser
Jerome A. Clark	Chairman of Investment Advisory Committee	2006	1992

## Purchase and Sale of Fund Shares

The fund's investment minimums generally are as follows (if you hold shares through a financial intermediary, the intermediary may impose different investment minimums):

<i>Type of Account</i>	<i>Minimum initial purchase</i>	<i>Minimum subsequent purchase</i>
Individual retirement accounts, small business retirement plan accounts, and Uniform Gifts to Minors Act or Uniform Transfers to Minors Act accounts	\$1,000	\$100
All other accounts	2,500	100

You may purchase, redeem, or exchange shares of the fund on any day the New York Stock Exchange is open for business by accessing your account online at [troweprice.com](http://troweprice.com), by calling 1-800-225-5132, or by written request. If you hold shares through a financial intermediary, you must purchase, redeem, and exchange shares through your intermediary.

## Tax Information

Any dividends or capital gains are declared and paid annually, usually in December. Distributions by the fund, whether or not you reinvest these amounts in additional fund shares, may be taxed as ordinary income or capital gains unless you invest through a tax-deferred account. A redemption or exchange of fund shares may be taxable.

## Payments to Broker-Dealers and Other Financial Intermediaries

If you purchase shares of the fund through a broker-dealer or other financial intermediary (such as a bank), the fund and its related companies may pay the intermediary for the sale of fund shares and related services. These payments may create a conflict of interest by influencing the broker-dealer or other intermediary and your salesperson to recommend the fund over another investment. Ask your salesperson or visit your financial intermediary's website for more information.

# SUMMARY

## T. Rowe Price Retirement Income Fund

### Investment Objective

The fund seeks the highest total return over time consistent with an emphasis on both capital growth and income.

### Fees and Expenses

This table describes the fees and expenses that you may pay if you buy and hold shares of the fund.

#### Fees and Expenses of the Fund\*

<i>Shareholder fees (fees paid directly from your investment)</i>	
Maximum sales charge (load) imposed on purchases	NONE
Maximum deferred sales charge (load)	NONE
Redemption fee	NONE
Maximum account fee	\$20 <sup>a</sup>
<i>Annual fund operating expenses (expenses that you pay each year as a percentage of the value of your investment)</i>	
Management fees	0.00%
Distribution and service (12b-1) fees	0.00%
Other expenses	0.00%
Acquired fund fees and expenses	0.57%
<b>Total annual fund operating expenses</b>	<b>0.57%</b>

\* While the fund itself charges no management fee, it will indirectly bear its pro-rata share of the expenses of the underlying T. Rowe Price funds in which it invests (acquired funds). The acquired funds are expected to bear the operating expenses of the fund.

<sup>a</sup> Subject to certain exceptions, accounts with a balance of less than \$10,000 are charged an annual \$20 fee.

**Example** This example is intended to help you compare the cost of investing in the fund with the cost of investing in other mutual funds. The example assumes that you invest \$10,000 in the fund for the time periods indicated and then redeem all of your shares at the end of those periods. The example also assumes that your investment has a 5% return each year and that the fund's operating expenses remain the same. Although your actual costs may be higher or lower, based on these assumptions your costs would be:

<i>1 year</i>	<i>3 years</i>	<i>5 years</i>	<i>10 years</i>
\$58	\$183	\$318	\$714



**Portfolio Turnover** The fund pays transaction costs, such as commissions, when it buys and sells securities (or “turns over” its portfolio). A higher portfolio turnover rate may indicate higher transaction costs and may result in higher taxes when fund shares are held in a taxable account. These costs, which are not reflected in annual fund operating expenses or in the example, affect the fund’s performance. During the most recent fiscal year, the fund’s portfolio turnover rate was 14.3% of the average value of its portfolio.

### **Investments, Risks, and Performance**

**Principal Investment Strategies** The fund pursues its objective by investing in a diversified portfolio of other T. Rowe Price stock and bond funds that represent various asset classes and sectors. The fund is intended for retired investors who seek income and relative stability from bonds along with some capital appreciation potential from stocks. The fund’s “neutral allocations,” which are what T. Rowe Price considers broadly appropriate for investors during their retirement years, are 40% stock funds and 60% bond funds.

These allocations are intended to reflect the need for reduced market risks, lower portfolio volatility, and an income stream throughout retirement. Although the fund is designed for investors already in retirement, you should be aware that it does not decrease its equity holdings and become increasingly conservative over time. As such, you may want to consider a more conservative or more aggressive approach depending on your age and specific stage of retirement. The fund is designed to be part of an investor’s overall retirement strategy, but is not intended as a complete solution to an investor’s retirement needs. While the overall asset mix generally remains consistent over time, tactical decisions may be made by T. Rowe Price to overweight or underweight a particular asset class or sector based on its market outlook. The target allocations assigned to the broad asset classes (Stocks and Bonds), which reflect these tactical decisions resulting from market outlook, are not expected to vary from the neutral allocations by more than plus (+) or minus (-) five percentage (5%) points.

The following table details the way the portfolio is generally expected to be allocated between the asset classes. The table also shows the sectors within those broad asset classes to which the portfolio will have exposure, and the expected allocations to the T. Rowe Price funds that will be used to represent those sectors. The information in the table represents the fund’s neutral allocations. The target allocations and actual allocations may differ. The fund’s shareholder reports set forth its actual allocations between stock funds and bond funds and to the individual T. Rowe Price funds.

**Income Fund**

<b>Asset Class</b>		<b>Sector</b>	<b>Fund</b>	<b>Neutral Allocation</b>
Stocks	40.00%	Domestic Large-Cap Stocks	Equity Index 500	20.47%
			Growth Stock	0.00
			Value	0.00
		Domestic Mid-Cap Stocks	Mid-Cap Growth	1.60
			Mid-Cap Value	1.60
			Domestic Small-Cap Stocks	New Horizons
		International Developed Market Stocks	Small-Cap Stock	0.97
			Small-Cap Value	0.98
			International Growth & Income	3.23
			International Stock	3.23
			Overseas Stock	3.23
			Emerging Markets Stock	1.71
Bonds	60.00	Inflation Focused Stocks	Real Assets	2.00
			Domestic Investment-Grade Bonds	New Income
		Domestic High Yield Bonds	High Yield	3.00
		International Bonds	Emerging Markets Bond	3.00
		Inflation Focused Bonds	International Bond	3.00
		Inflation Focused Bond	30.00	

**Principal Risks** As with any mutual fund, there is no guarantee that the fund will achieve its objective. The fund's share price fluctuates, which means you could lose money by investing in the fund. There is no guarantee that the fund will provide adequate income at and through your retirement. The principal risks of investing in this fund are summarized as follows:

**Asset allocation risk** The fund's risks will directly correspond to the risks of the underlying funds in which it invests. By investing in many underlying funds, the fund has partial exposure to the risks of many different areas of the market. However, the selection of the underlying funds and the allocation of the fund's assets among the various asset classes and market sectors could cause the fund to underperform other funds with a similar investment objective.

**General equity risk** Stocks generally fluctuate in value more than bonds and may decline significantly over short periods. As with any fund having equity exposure, the fund's share price can fall because of overall weakness in the stock market. The value of a stock fund in which the fund invests may decline due to general market conditions or because of factors that affect a particular industry or market sector.

**Small- and mid-cap stock risk** Investing in small- and mid-cap funds entails greater risk than investing in funds that focus on larger companies. Stocks of smaller companies are usually more volatile than stocks of larger companies because smaller companies usually have more limited financial resources, less experienced

management, and less publicly available information, and seldom pay significant dividends that could help to cushion returns in a falling market.

**Investment style risk** Because the fund invests in stock funds with both growth and value characteristics, its share price may be negatively affected if either investing approach falls out of favor. Growth stocks tend to be more volatile than certain other types of stocks and are more sensitive to changes in current or expected earnings. Value stocks carry the risk that investors will not recognize their intrinsic value for a long time or that they are actually appropriately priced at a low level.

**Interest rate risk** This is the risk that a rise in interest rates could cause the price of a bond fund in which the fund invests to fall. Generally, the longer the weighted average maturity of an underlying fund, the greater its interest rate risk.

**Credit risk** This is the risk that an issuer of a debt security held by an underlying bond fund could suffer an adverse change in financial condition that results in a payment default, security downgrade, or inability to meet a financial obligation, thereby negatively affecting the fund's price or yield. The fund's exposure to credit risk is increased to the extent it invests in bond funds that hold securities rated as below investment-grade, also known as "junk" bonds. Junk bonds carry a higher risk of default and should be considered speculative.

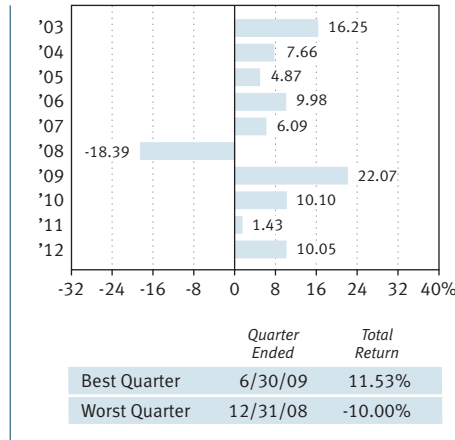
**Liquidity risk** This is the risk that a fund may not be able to sell a holding in a timely manner at a desired price. This risk could affect both stock and bond funds in which the fund invests.

**Foreign investing risk** This is the risk that the fund's investments in international funds may be adversely affected by economic conditions or developments overseas, or decreases in foreign currency values relative to the U.S. dollar. The risks are heightened for underlying funds that focus on emerging markets.

**Performance** The bar chart showing calendar year returns and the average annual total returns table indicate risk by illustrating how much returns can differ from one year to the next and how fund performance compares with that of a comparable market index. The fund's past performance (before and after taxes) is not necessarily an indication of future performance.

The fund can also experience short-term performance swings, as shown by the best and worst calendar quarter returns during the years depicted.

**Retirement Income Fund**  
Calendar Year Returns



The fund's return for the six months ended 6/30/13 was 2.17%.

In addition, the average annual total returns table shows hypothetical after-tax returns to suggest how taxes paid by a shareholder may influence returns. After-tax returns are calculated using the historical highest individual federal marginal income tax rates and do not reflect the impact of state and local taxes. Actual after-tax returns depend on an investor's tax situation and may differ from those shown. After-tax returns shown are not relevant to investors who hold their fund shares through tax-deferred arrangements, such as a 401(k) account or individual retirement account.

**Average Annual Total Returns**

	<b>Periods ended December 31, 2012</b>		
	<b>1 Year</b>	<b>5 Years</b>	<b>10 Years</b>
<b>Income Fund</b>			
<i>Returns before taxes</i>	10.05 %	4.13 %	6.49 %
<i>Returns after taxes on distributions</i>	9.41	3.20	5.45
<i>Returns after taxes on distributions and sale of fund shares</i>	6.70	3.03	5.09
S&P Target Date Retirement Income Index (reflects no deduction for fees, expenses, or taxes)	7.51	3.37	5.48
Combined Index Portfolio (reflects no deduction for fees, expenses, or taxes) <sup>a</sup>	8.83	3.05	5.65

<sup>a</sup> Combined Index Portfolio is an unmanaged portfolio composed of 40.00% stocks (28.00% Russell 3000 Index, 12.00% MSCI All Country World Index ex USA), and 60.00% bonds (30.00% Barclays U.S. Aggregate Bond Index, 30.00% Barclays U.S. 1-5 Year Treasury TIPS Index). The percentages will vary over time and the indices may vary over time.

Updated performance information is available through [troweprice.com](http://troweprice.com) or may be obtained by calling 1-800-225-5132.

## Management

**Investment Adviser** T. Rowe Price Associates, Inc. (T. Rowe Price)

Portfolio Manager	Title	Managed Fund Since	Joined Investment Adviser
Jerome A. Clark	Chairman of Investment Advisory Committee	2002	1992

## Purchase and Sale of Fund Shares

The fund's investment minimums generally are as follows (if you hold shares through a financial intermediary, the intermediary may impose different investment minimums):

Type of Account	Minimum initial purchase	Minimum subsequent purchase
Individual retirement accounts, small business retirement plan accounts, and Uniform Gifts to Minors Act or Uniform Transfers to Minors Act accounts	\$1,000	\$100
All other accounts	2,500	100

You may purchase, redeem, or exchange shares of the fund on any day the New York Stock Exchange is open for business by accessing your account online at [troweprice.com](http://troweprice.com), by calling 1-800-225-5132, or by written request. If you hold shares through a financial intermediary, you must purchase, redeem, and exchange shares through your intermediary.

## Tax Information

The fund declares dividends daily and pays them on the first business day of each month. Any capital gains are declared and paid annually, usually in December. Distributions by the fund, whether or not you reinvest these amounts in additional fund shares, may be taxed as ordinary income or capital gains unless you invest through a tax-deferred account. A redemption or exchange of fund shares may be taxable.

## Payments to Broker-Dealers and Other Financial Intermediaries

If you purchase shares of the fund through a broker-dealer or other financial intermediary (such as a bank), the fund and its related companies may pay the intermediary for the sale of fund shares and related services. These payments may create a conflict of interest by influencing the broker-dealer or other intermediary and your salesperson to recommend the fund over another investment. Ask your salesperson or visit your financial intermediary's website for more information.

As a T. Rowe Price shareholder, you will want to know about the following policies and procedures that apply to the T. Rowe Price family of funds.

## **PRICING SHARES AND RECEIVING SALE PROCEEDS**

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### **How and When Shares Are Priced**

The share price, also called the “net asset value,” for the funds is calculated at the close of the New York Stock Exchange (normally 4 p.m. ET) each day that the exchange is open for business. To calculate the net asset value, the fund’s assets are valued and totaled; liabilities are subtracted; and the balance, called net assets, is divided by the number of shares outstanding. Market values are used to price portfolio holdings for which market quotations are readily available. Market values represent the prices at which securities actually trade or evaluations based on the judgment of the fund’s pricing services. If a market value for a security is not available or normal valuation procedures are deemed to be inappropriate, the fund will make a good faith effort to assign a fair value to the security by taking into account various factors that have been approved by the fund’s Board of Directors/Trustees. This value may differ from the value the fund receives upon sale of the securities. Amortized cost is used to price securities held by money funds and certain other debt securities held by a fund. Investments in other mutual funds are valued at the closing net asset value per share of the mutual fund on the day of valuation.

Non-U.S. equity securities are valued on the basis of their most recent closing market prices at 4 p.m. ET except under the circumstances described below. Most foreign markets close before 4 p.m. ET. For example, the most recent closing prices for securities traded in certain Asian markets may be as much as 15 hours old at 4 p.m. ET. If a fund determines that developments between the close of a foreign market and the close of the New York Stock Exchange will, in its judgment, materially affect the value of some or all of the fund’s securities, the fund will adjust the previous closing prices to reflect what it believes to be the fair value of the securities as of 4 p.m. ET. In deciding whether to make these adjustments, the fund reviews a variety of factors, including developments in foreign markets, the performance of U.S. securities markets, and the performance of instruments trading in U.S. markets that represent foreign securities and baskets of foreign securities. The fund may also fair value certain securities or a group of securities in other situations—for example, when a particular foreign market is closed but the fund is open. The fund uses outside pricing services to provide it with closing market prices and information used for adjusting those prices and to value most fixed income securities. The fund cannot predict how often it will use closing prices and how often

it will adjust those prices. As a means of evaluating its fair value process, the fund routinely compares closing market prices, the next day's opening prices in the same markets, and adjusted prices. The fund also evaluates a variety of factors when assigning fair values to private placements and other restricted securities. Other mutual funds may adjust the prices of their securities by different amounts or assign different fair values than the fair value that the fund assigns to the same security.

***The various ways you can buy, sell, and exchange shares are explained at the end of this prospectus and on the New Account form. These procedures may differ for institutional and employer-sponsored retirement accounts or if you hold your account through an intermediary.***

### **How Your Purchase, Sale, or Exchange Price Is Determined**

If your request is received by T. Rowe Price in correct form by the close of the New York Stock Exchange (normally 4 p.m. ET), your transaction will be priced at that business day's net asset value. If your request is received by T. Rowe Price after the close of the New York Stock Exchange, your transaction will be priced at the next business day's net asset value.

The funds generally do not accept orders that request a particular day or price for a transaction or any other special conditions.

Fund shares may be purchased through various third-party intermediaries, including banks, brokers, and investment advisers. Where authorized by a fund, orders will be priced at the net asset value next computed after receipt by the intermediary. Contact your intermediary for trade deadlines and the applicable policies for purchasing, selling, or exchanging your shares, as well as initial and subsequent investment minimums. The intermediary may charge a fee for its services.

When authorized by the fund, certain financial institutions or retirement plans purchasing fund shares on behalf of customers or plan participants through T. Rowe Price Financial Institution Services or T. Rowe Price Retirement Plan Services may place a purchase order unaccompanied by payment. Payment for these shares must be received by the time designated by the fund (not to exceed the period established for settlement under applicable regulations). If payment is not received by this time, the order may be canceled. The financial institution or retirement plan is responsible for any costs or losses incurred by the fund or T. Rowe Price if payment is delayed or not received.

*Note:* The time at which transactions and shares are priced and the time until which orders are accepted may be changed in case of an emergency or if the New York Stock Exchange closes at a time other than 4 p.m. ET. In the event of an emergency closing, a fund's shareholders will receive the next share price calculated by the fund. There may be times when you are unable to contact us by telephone or access your account online due to extreme market activity, the unavailability of the T. Rowe Price website, or other circumstances. Should this occur, your order must still be placed

and accepted by T. Rowe Price prior to the time the New York Stock Exchange closes to be priced at that business day's net asset value. Under certain conditions, a money fund may accept and process purchase and redemption orders beyond the close of the New York Stock Exchange on days that the New York Stock Exchange closes early and does not reopen, and may accept orders on a business day that the New York Stock Exchange is unexpectedly closed.

### How You Can Receive the Proceeds From a Sale

*When filling out the New Account form, you may wish to give yourself the widest range of options for receiving proceeds from a sale.*

If your request is received in correct form by T. Rowe Price on a business day prior to the close of the New York Stock Exchange, proceeds are usually sent on the next business day. Proceeds can be mailed to you by check or sent electronically to your bank account by Automated Clearing House transfer or bank wire. Automated Clearing House is an automated method of initiating payments from, and receiving payments in, your financial institution account. Proceeds sent by Automated Clearing House transfer are usually credited to your account the second business day after the sale and there are typically no fees associated with such payments. Proceeds sent by bank wire are usually credited to your account the next business day after the sale, although your financial institution may charge an incoming wire fee.

**Exception** Under certain circumstances, and when deemed to be in a fund's best interest, your proceeds may not be sent for up to seven calendar days after we receive your redemption request. Under certain limited circumstances, the Board of Directors/Trustees of a money fund may elect to suspend redemptions and postpone payment of redemption proceeds in order to facilitate an orderly liquidation of the money fund.

*If for some reason we cannot accept your request to sell shares, we will contact you.*

### Contingent Redemption Fee

Short-term trading can disrupt a fund's investment program and create additional costs for long-term shareholders. For these reasons, certain T. Rowe Price funds, listed in the following table, assess a fee on redemptions (including exchanges out of a fund), which reduces the proceeds from such redemptions by the amounts indicated:

<i>T. Rowe Price Funds With Redemption Fees</i>		
<i>Fund</i>	<i>Redemption fee</i>	<i>Holding period</i>
Africa & Middle East	2%	90 days or less
Diversified Small-Cap Growth	1%	90 days or less
Emerging Europe	2%	90 days or less
Emerging Markets Bond	2%	90 days or less



<i>T. Rowe Price Funds With Redemption Fees</i>		
<i>Fund</i>	<i>Redemption fee</i>	<i>Holding period</i>
Emerging Markets Corporate Bond	2%	90 days or less
Emerging Markets Local Currency Bond	2%	90 days or less
Emerging Markets Stock	2%	90 days or less
Equity Index 500	0.5%	90 days or less
European Stock	2%	90 days or less
Extended Equity Market Index	0.5%	90 days or less
Floating Rate	2%	90 days or less
Global Infrastructure	2%	90 days or less
Global Large-Cap Stock	2%	90 days or less
Global Real Estate	2%	90 days or less
Global Stock	2%	90 days or less
High Yield	2%	90 days or less
International Bond	2%	90 days or less
International Discovery	2%	90 days or less
International Equity Index	2%	90 days or less
International Growth & Income	2%	90 days or less
International Stock	2%	90 days or less
Japan	2%	90 days or less
Latin America	2%	90 days or less
New Asia	2%	90 days or less
Overseas Stock	2%	90 days or less
Real Assets	2%	90 days or less
Real Estate	1%	90 days or less
Small-Cap Value	1%	90 days or less
Spectrum International	2%	90 days or less
Tax-Efficient Equity	1%	less than 365 days
Tax-Free High Yield	2%	90 days or less
Total Equity Market Index	0.5%	90 days or less
U.S. Bond Enhanced Index	0.5%	90 days or less

Redemption fees are paid to a fund to deter short-term trading, offset costs, and protect the fund's long-term shareholders. Subject to the exceptions described on the following pages, all persons holding shares of a T. Rowe Price fund that imposes a redemption fee are subject to the fee, whether the person is holding shares directly with a T. Rowe Price fund; through a retirement plan for which T. Rowe Price serves as recordkeeper; or indirectly through an intermediary (such as a broker, bank, or

investment adviser), recordkeeper for retirement plan participants, or other third party.

### Computation of Holding Period

When an investor sells shares of a fund that assesses a redemption fee, T. Rowe Price will use the “first-in, first-out” method to determine the holding period for the shares sold. Under this method, the date of redemption or exchange will be compared with the earliest purchase date of shares held in the account. The day after the date of your purchase is considered Day 1 for purposes of computing the holding period. For a fund with a 365-day holding period, a redemption fee will be charged on shares sold **before** the end of the required holding period. For funds with a 90-day holding period, a redemption fee will be charged on shares sold **on or before** the end of the required holding period. For example, if you redeem your shares on or before the 90th day from the date of purchase, you will be assessed the redemption fee. If you purchase shares through an intermediary, consult your intermediary to determine how the holding period will be applied.

### Transactions Not Subject to Redemption Fees

The T. Rowe Price funds will not assess a redemption fee with respect to certain transactions. As of the date of this prospectus, the following shares of T. Rowe Price funds will not be subject to redemption fees:

- Shares redeemed through an automated, systematic withdrawal plan;
- Shares redeemed through or used to establish certain rebalancing, asset allocation, wrap, and advisory programs, as well as non-T. Rowe Price fund-of-funds products, if approved in writing by T. Rowe Price;
- Shares purchased through the reinvestment of dividends or capital gain distributions;\*
- Shares converted from one share class to another share class of the same fund;\*
- Shares redeemed automatically by a fund to pay fund fees or shareholder account fees (e.g., for failure to meet account minimums);
- Shares purchased by rollover or changes of account registration within the same fund;\*
- Shares redeemed to return an excess contribution from a retirement account;
- Shares of T. Rowe Price funds purchased by another T. Rowe Price fund and shares purchased by discretionary accounts managed by T. Rowe Price or one of its affiliates (please note that other shareholders of the investing T. Rowe Price fund are still subject to the policy);
- Shares that are redeemed in-kind;
- Shares transferred to T. Rowe Price or a third-party intermediary acting as a service provider when the age of the shares cannot be determined systematically;\*
- Shares redeemed in retirement plans or other products that restrict trading to no more frequently than once per quarter, if approved in writing by T. Rowe Price.

\* Subsequent exchanges of these shares into funds that assess redemption fees will subject such shares to the fee.

### **Redemption Fees on Shares Held in Retirement Plans**

If shares are held in a retirement plan, redemption fees generally will be assessed on shares redeemed by exchange only if they were originally purchased by exchange. However, redemption fees may apply to transactions other than exchanges depending on how shares of the plan are held at T. Rowe Price or how the fees are applied by your plan's recordkeeper. To determine which of your transactions are subject to redemption fees, you should contact T. Rowe Price or your plan recordkeeper.

### **Omnibus Accounts**

If your shares are held through an intermediary in an omnibus account, T. Rowe Price relies on the intermediary to assess the redemption fee on underlying shareholder accounts. T. Rowe Price seeks to identify intermediaries establishing omnibus accounts and to enter into agreements requiring the intermediary to assess the redemption fees. There are no assurances that T. Rowe Price will be successful in identifying all intermediaries or that the intermediaries will properly assess the fees.

Certain intermediaries may not apply the exemptions previously listed to the redemption fee policy; all redemptions by persons trading through such intermediaries may be subject to the fee. Certain intermediaries may exempt transactions not listed from redemption fees, if approved by T. Rowe Price. Persons redeeming shares through an intermediary should check with their respective intermediary to determine which transactions are subject to the fees.

## **USEFUL INFORMATION ON DISTRIBUTIONS AND TAXES**

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Each fund intends to qualify to be treated each year as a regulated investment company under Subchapter M of the Internal Revenue Code of 1986, as amended. In order to qualify, a fund must satisfy certain income, diversification, and distribution requirements. A regulated investment company is not subject to U.S. federal income tax at the portfolio level on income and gains from investments that are distributed to shareholders. However, if a fund were to fail to qualify as a regulated investment company and was ineligible to or otherwise did not cure such failure, the result would be fund-level taxation and, consequently, a reduction in income available for distribution to the fund's shareholders.

*To the extent possible, all net investment income and realized capital gains are distributed to shareholders.*

### **Dividends and Other Distributions**

Dividend and capital gain distributions are reinvested in additional fund shares in your account unless you select another option. Reinvesting distributions results in compounding, which allows you to receive dividends and capital gain distributions on an increasing number of shares.

Distributions not reinvested are paid by check or transmitted to your bank account via Automated Clearing House. If the U.S. Postal Service cannot deliver your check, or if your check remains uncashed for six months, the fund reserves the right to reinvest your distribution check in your account at the net asset value on the day of the reinvestment and to reinvest all subsequent distributions in shares of the fund. Interest will not accrue on amounts represented by uncashed distributions or redemption checks.

The following table provides details on dividend payments:

### ***Dividend Payment Schedule***

<b><i>Fund</i></b>	<b><i>Dividends</i></b>
Money funds	<ul style="list-style-type: none"> <li>• Purchases received by T. Rowe Price by noon ET via wire begin to earn dividends on that day. Other shares normally begin to earn dividends on the business day after payment is received by T. Rowe Price.</li> <li>• Declared daily and paid on the first business day of each month.</li> </ul>
Bond funds	<ul style="list-style-type: none"> <li>• Shares normally begin to earn dividends on the business day after payment is received by T. Rowe Price.</li> <li>• Declared daily and paid on the first business day of each month.</li> </ul>
These stock funds only: <ul style="list-style-type: none"> <li>• Balanced</li> <li>• Dividend Growth</li> <li>• Equity Income</li> <li>• Equity Index 500</li> <li>• Global Real Estate</li> <li>• Growth &amp; Income</li> <li>• Personal Strategy Balanced</li> <li>• Personal Strategy Income</li> <li>• Real Estate</li> </ul>	<ul style="list-style-type: none"> <li>• Declared and paid quarterly, if any, in March, June, September, and December.</li> <li>• Must be a shareholder on the dividend record date.</li> </ul>
Other stock funds	<ul style="list-style-type: none"> <li>• Declared and paid annually, if any, generally in December.</li> <li>• Must be a shareholder on the dividend record date.</li> </ul>
Retirement and Spectrum Funds: <ul style="list-style-type: none"> <li>• Retirement Income and Spectrum Income</li> </ul>	<ul style="list-style-type: none"> <li>• Shares normally begin to earn dividends on the business day after payment is received by T. Rowe Price.</li> <li>• Declared daily and paid on the first business day of each month.</li> </ul>
<ul style="list-style-type: none"> <li>• All others</li> </ul>	<ul style="list-style-type: none"> <li>• Declared and paid annually, if any, generally in December.</li> <li>• Must be a shareholder on the dividend record date.</li> </ul>

Bond and money fund shares earn dividends through the date of redemption (except for wire redemptions from money funds prior to noon ET, which earn dividends through the calendar day prior to the date of redemption). Shares redeemed on a Friday or prior to a holiday will continue to earn dividends until the next business

day. Generally, if you redeem all of your bond or money fund shares at any time during the month, you will also receive all dividends earned through the date of redemption in the same check. When you redeem only a portion of your bond or money fund shares, all dividends accrued on those shares will be reinvested, or paid in cash, on the next dividend payment date. The funds do not pay dividends in fractional cents. Any dividend amount earned for a particular day on all shares held that is one-half of one cent or greater (for example, \$0.016) will be rounded up to the next whole cent (\$0.02), and any amount that is less than one-half of one cent (for example, \$0.014) will be rounded down to the nearest whole cent (\$0.01). Please note that if the dividend payable on all shares held is less than one-half of one cent for a particular day, no dividend will be earned for that day.

If you purchase and sell your shares through an intermediary, consult your intermediary to determine when your shares begin and stop accruing dividends; the information previously described may vary.

### **Capital Gain Payments**

A capital gain or loss is the difference between the purchase and sale price of a security. If a fund has net capital gains for the year (after subtracting any capital losses), they are usually declared and paid in December to shareholders of record on a specified date that month. If a second distribution is necessary, it is paid the following year.

Capital gain payments are not expected from money funds, which are managed to maintain a constant share price.

### **Tax Information**

***In most cases, you will be provided information for your tax filing needs no later than mid-February.***

If you invest in the fund through a tax-deferred account, such as an individual retirement account, you will not be subject to tax on dividends and distributions from the fund or the sale of fund shares if those amounts remain in the tax-deferred account. You may receive a Form 1099-R or other Internal Revenue Service forms, as applicable, if any portion of the account is distributed to you.

If you invest in the fund through a taxable account, you generally will be subject to tax when:

- You sell fund shares, including an exchange from one fund to another.
- The fund makes dividend or capital gain distributions.

Additional information about the taxation of dividends for certain T. Rowe Price funds is listed below:

<b>Tax-Free and Municipal Funds</b>
• Regular monthly dividends (including those from the state-specific tax-free funds) are expected to be exempt from federal income taxes.

### Tax-Free and Municipal Funds

- Exemption is not guaranteed, since the fund has the right under certain conditions to invest in nonexempt securities.
- A fund may hold Build America Bonds or other qualified tax credit bonds. Investments in these bonds will result in taxable interest income, although the federal income tax on such interest income may be fully or partially offset by the specified tax credits that are available to the bondholders. A fund may elect to pass through to the shareholders taxable interest income and any corresponding tax credits. Any available tax credits—which are also included in federal taxable income—generally can be used to offset federal regular income tax and alternative minimum tax, but those tax credits generally are not refundable.
- Tax-exempt dividends paid to Social Security recipients may increase the portion of benefits that is subject to tax.
- For state-specific funds, the monthly dividends you receive are expected to be exempt from state and local income tax of that particular state. For other funds, a small portion of your income dividend may be exempt from state and local income taxes.
- If a fund invests in certain “private activity” bonds that are not exempt from the alternative minimum tax, shareholders who are subject to the alternative minimum tax must include income generated by those bonds in their alternative minimum tax calculation. Private activity bonds issued in 2009 and 2010, and refunding bonds issued in 2009 and 2010 to refund private activity bonds that were issued from the beginning of 2004 to the end of 2008, are exempt from the alternative minimum tax. The portion of a fund’s income dividend that should be included in your alternative minimum tax calculation, if any, will be reported to you in January on Form 1099-DIV.

For individual shareholders, a portion of ordinary dividends representing “qualified dividend income” received by the fund may be subject to tax at the lower rates applicable to long-term capital gains rather than ordinary income. You may report it as “qualified dividend income” in computing your taxes, provided you have held the fund shares on which the dividend was paid for more than 60 days during the 121-day period beginning 60 days before the ex-dividend date. Ordinary dividends that do not qualify for this lower rate are generally taxable at the investor’s marginal income tax rate. This includes the portion of ordinary dividends derived from interest, short-term capital gains, distributions from nonqualified foreign corporations, and dividends received by the fund from stocks that were on loan. Little, if any, of the ordinary dividends paid by the Global Real Estate Fund, Real Estate Fund, or the bond and money funds is expected to qualify for this lower rate.

For corporate shareholders, a portion of ordinary dividends may be eligible for the 70% deduction for dividends received by corporations to the extent the fund’s income consists of dividends paid by U.S. corporations. Little, if any, of the ordinary dividends paid by the international stock funds or the bond and money funds is expected to qualify for this deduction.

Beginning in 2013, a 3.8% net investment income tax is imposed on net investment income, including interest, dividends, and capital gains, of U.S. individuals with income exceeding \$200,000 (or \$250,000 if married filing jointly) and of estates and trusts.

## **Taxes on Fund Redemptions**

When you sell shares in any fund, you may realize a gain or loss. An exchange from one fund to another in a taxable account is also a sale for tax purposes.

T. Rowe Price will make available to you Form 1099-B, if applicable, no later than mid-February, indicating the date and amount of each sale you made in the fund during the prior year. This information will also be reported to the Internal Revenue Service. For most new accounts or those opened by exchange in 1984 or later, we will provide you with the gain or loss on the shares you sold during the year based on the average cost single category method. You may calculate the cost basis using other methods acceptable to the Internal Revenue Service, such as specific identification.

If you hold your fund through an intermediary, the intermediary is responsible for providing you with any necessary tax forms. You should contact your intermediary for the tax information that will be sent to you and reported to the Internal Revenue Service.

For mutual fund shares acquired after 2011, new tax regulations require us to report the cost basis information to you and the Internal Revenue Service on Form 1099-B using a cost basis method selected by you or, in the absence of such selected method, our default method if you acquire your shares directly from us. Our default method is average cost. If you acquire your fund shares through an intermediary after 2011, you should check with your intermediary regarding the applicable cost basis method. You should, however, note that the cost basis information reported to you may not always be the same as what you should report on your tax return because the rules applicable to the determination of cost basis on Form 1099-B may be different from the rules applicable to the determination of cost basis for reporting on your tax return. Therefore, you should save your transaction records to make sure the information reported on your tax return is accurate. To help you maintain accurate records, T. Rowe Price will make available to you a confirmation promptly following each transaction you make (except for systematic purchases and systematic redemptions) and a year-end statement detailing all of your transactions in each fund account during the year. If you hold your fund through an intermediary, the intermediary is responsible for providing you with transaction confirmations and statements.

## **Taxes on Fund Distributions**

T. Rowe Price (or your intermediary) will make available to you, as applicable, no later than mid-February, a Form 1099-DIV, or other Internal Revenue Service forms, as required, indicating the tax status of any income dividends, dividends exempt from federal income taxes, and capital gain distributions made to you. This information will be reported to the Internal Revenue Service. Taxable distributions are generally taxable to you in the year in which they are paid. Your bond or money fund dividends for each calendar year will include dividends accrued up to the first

business day of the next calendar year. You will be sent any additional information you need to determine your taxes on fund distributions, such as the portion of your dividends, if any, that may be exempt from state and local income taxes. Dividends from tax-free funds are generally expected to be tax-exempt.

The tax treatment of a capital gain distribution is determined by how long the fund held the portfolio securities, not how long you held the shares in the fund. Short-term (one year or less) capital gain distributions are taxable at the same rate as ordinary income, and gains on securities held for more than one year are taxed at the lower rates applicable to long-term capital gains. If you realized a loss on the sale or exchange of fund shares that you held for six months or less, your short-term capital loss must be reclassified as a long-term capital loss to the extent of any long-term capital gain distributions received during the period you held the shares. For funds investing in foreign securities, distributions resulting from the sale of certain foreign currencies, currency contracts, and the foreign currency portion of gains on debt securities are taxed as ordinary income. Net foreign currency losses may cause monthly or quarterly dividends to be reclassified as returns of capital.

If the fund qualifies and elects to pass through nonrefundable foreign income taxes paid to foreign governments during the year, your portion of such taxes will be reported to you as taxable income. However, you may be able to claim an offsetting credit or deduction on your tax return for those amounts. There can be no assurance that a fund will meet the requirements to pass through foreign income taxes paid.

***Taxable distributions are subject to tax whether reinvested in additional shares or received in cash.***

If a fund holds Build America Bonds or other qualified tax credit bonds and elects to pass through the corresponding interest income and any available tax credits, you will need to report both the interest income and any such tax credits as taxable income. You may be able to claim the tax credits on your federal tax return as an offset to your income tax (including alternative minimum tax) liability, but the tax credits generally are not refundable. There is no assurance, however, that a fund will elect to pass through the income and credits.

The following table provides additional details on distributions for certain funds:

***Taxes on Fund Distributions***

Tax-Free and Municipal Funds
<ul style="list-style-type: none"> <li>• Gains realized on the sale of market discount bonds with maturities beyond one year may be treated as ordinary income and cannot be offset by other capital losses.</li> <li>• Payments received or gains realized on certain derivative transactions may result in taxable ordinary income or capital gains.</li> <li>• To the extent the fund makes such investments, the likelihood of a taxable distribution will be increased.</li> </ul>



**Taxes on Fund Distributions**

Inflation Protected Bond Fund
<ul style="list-style-type: none"> <li>• Inflation adjustments on Treasury inflation-protected securities that exceed deflation adjustments for the year will be distributed as a short-term capital gain resulting in ordinary income.</li> <li>• In computing the distribution amount, the fund cannot reduce inflation adjustments by short- or long-term capital losses from the sales of securities.</li> <li>• Net deflation adjustments for a year may result in all or a portion of dividends paid earlier in the year being treated as a return of capital.</li> </ul>
Retirement and Spectrum Funds
<ul style="list-style-type: none"> <li>• Distributions by the underlying funds and changes in asset allocations may result in taxable distributions of ordinary income or capital gains.</li> </ul>

**Tax Consequences of Hedging**

Entering into certain transactions involving options, futures, swaps, and forward currency exchange contracts may result in the application of the mark-to-market and straddle provisions of the Internal Revenue Code. These provisions could result in a fund being required to distribute gains on such transactions even though it did not close the contracts during the year or receive cash to pay such distributions. The fund may not be able to reduce its distributions for losses on such transactions to the extent of unrealized gains in offsetting positions.

**Tax Effect of Buying Shares Before an Income Dividend or Capital Gain Distribution**

If you buy shares shortly before or on the record date—the date that establishes you as the person to receive the upcoming distribution—you may receive a portion of the money you just invested in the form of a taxable distribution. Therefore, you may wish to find out a fund's record date before investing. In addition, a fund's share price may, at any time, reflect undistributed capital gains or income and unrealized appreciation, which may result in future taxable distributions. Such distributions can occur even in a year when the fund has a negative return.

**TRANSACTION PROCEDURES AND SPECIAL REQUIREMENTS**

*Following these procedures helps assure timely and accurate transactions.*

**Purchase Conditions**

**Nonpayment** If you pay with a check or Automated Clearing House transfer that does not clear or if your payment is not received in a timely manner, your purchase may be canceled. You will be responsible for any losses or expenses incurred by the fund or transfer agent, and the fund can redeem shares you own in this or another identically registered T. Rowe Price account as reimbursement. The funds and their agents have the right to reject or cancel any purchase, exchange, or redemption due to nonpayment.

**U.S. Dollars** All purchases must be paid for in U.S. dollars; checks must be drawn on U.S. banks.

### **Sale (Redemption) Conditions**

**Holds on Immediate Redemptions: 10-Day Hold** If you sell shares that you just purchased and paid for by check or Automated Clearing House transfer, the fund will process your redemption but generally will delay sending you the proceeds for up to 10 calendar days to allow the check or transfer to clear. If, during the clearing period, we receive a check drawn against your newly purchased shares, it will be returned marked “uncollected.” (The 10-day hold does not apply to purchases paid for by bank wire or automatic purchases through your paycheck.)

**Telephone and Online Account Transactions** You may access your account and conduct transactions using the telephone or the T. Rowe Price website. The T. Rowe Price funds and their agents use reasonable procedures to verify the identity of the shareholder. If these procedures are followed, the funds and their agents are not liable for any losses that may occur from acting on unauthorized instructions. A confirmation is sent promptly after a transaction. Please review it carefully and contact T. Rowe Price immediately about any transaction you believe to be unauthorized. Telephone conversations are recorded.

**Large Redemptions** Large redemptions can adversely affect a portfolio manager’s ability to implement a fund’s investment strategy by causing the premature sale of securities. Therefore, the fund reserves the right (without prior notice) to pay all or part of redemption proceeds with securities from the fund’s portfolio rather than in cash (“redemption in-kind”). If this occurs, the securities will be selected by the fund in its absolute discretion, and the redeeming shareholder or account will be responsible for disposing of the securities and bearing any associated costs.

### **Excessive and Short-Term Trading Policy**

Excessive transactions and short-term trading can be harmful to fund shareholders in various ways, such as disrupting a fund’s portfolio management strategies, increasing a fund’s trading costs, and negatively affecting its performance. Short-term traders in funds that invest in foreign securities may seek to take advantage of developments overseas that could lead to an anticipated difference between the price of the funds’ shares and price movements in foreign markets. While there is no assurance that T. Rowe Price can prevent all excessive and short-term trading, the Boards of Directors/Trustees of the T. Rowe Price funds have adopted the following trading limits that are designed to deter such activity and protect the funds’ shareholders. The funds may revise their trading limits and procedures at any time as the Boards of Directors/Trustees deem necessary or appropriate to better detect short-term trading that may adversely affect the funds, to comply with applicable regulatory requirements, or to impose additional or alternative restrictions.

Subject to certain exceptions, each T. Rowe Price fund restricts a shareholder’s purchases (including through exchanges) into a fund account for a period of

30 calendar days after the shareholder has redeemed or exchanged out of that same fund account (the “30-Day Purchase Block”). The calendar day after the date of redemption is considered Day 1 for purposes of computing the period before another purchase may be made.

**General Exceptions** As of the date of this prospectus, the following types of transactions generally are not subject to the 30-Day Purchase Block:

- Shares purchased or redeemed in money funds and ultra short-term bond funds;
- Shares purchased or redeemed through a systematic purchase or withdrawal plan;
- Checkwriting redemptions from bond and money funds;
- Shares purchased through the reinvestment of dividends or capital gain distributions;
- Shares redeemed automatically by a fund to pay fund fees or shareholder account fees;
- Transfers and changes of account registration within the same fund;
- Shares purchased by asset transfer or direct rollover;
- Shares purchased or redeemed through IRA conversions and recharacterizations;
- Shares redeemed to return an excess contribution from a retirement account;
- Transactions in Section 529 college savings plans;
- Shares converted from one share class to another share class in the same fund; and
- Shares of T. Rowe Price funds that are purchased by another T. Rowe Price fund, including shares purchased by T. Rowe Price fund-of-funds products, and shares purchased by discretionary accounts managed by T. Rowe Price or one of its affiliates (please note that shareholders of the investing T. Rowe Price fund are still subject to the policy).

Transactions in certain rebalancing, asset allocation, wrap programs, and other advisory programs, as well as non-T. Rowe Price fund-of-funds products, may also be exempt from the 30-Day Purchase Block, subject to prior written approval by T. Rowe Price.

In addition to restricting transactions in accordance with the 30-Day Purchase Block, T. Rowe Price may, in its discretion, reject (or instruct an intermediary to reject) any purchase or exchange into a fund from a person (which includes individuals and entities) whose trading activity could disrupt the management of the fund or dilute the value of the fund’s shares, including trading by persons acting collectively (e.g., following the advice of a newsletter). Such persons may be barred, without prior notice, from further purchases of T. Rowe Price funds for a period longer than 30 calendar days or permanently.

**Intermediary Accounts** If you invest in T. Rowe Price funds through an intermediary, you should review the intermediary’s materials carefully or consult with the intermediary directly to determine the trading policy that will apply to your trades in the funds as well as any other rules or conditions on transactions that may apply. If

T. Rowe Price is unable to identify a transaction placed through an intermediary as exempt from the excessive trading policy, the 30-Day Purchase Block may apply.

Intermediaries may maintain their underlying accounts directly with the fund, although they often establish an omnibus account (one account with the fund that represents multiple underlying shareholder accounts) on behalf of their customers. When intermediaries establish omnibus accounts in the T. Rowe Price funds, T. Rowe Price is not able to monitor the trading activity of the underlying shareholders. However, T. Rowe Price monitors aggregate trading activity at the intermediary (omnibus account) level in an attempt to identify activity that indicates potential excessive or short-term trading. If it detects suspicious trading activity, T. Rowe Price contacts the intermediary and may request personal identifying information and transaction histories for some or all underlying shareholders (including plan participants, if applicable). If T. Rowe Price believes that excessive or short-term trading has occurred, it will instruct the intermediary to impose restrictions to discourage such practices and take appropriate action with respect to the underlying shareholder, including restricting purchases for 30 calendar days or longer. There is no assurance that T. Rowe Price will be able to properly enforce its excessive trading policies for omnibus accounts. Because T. Rowe Price generally relies on intermediaries to provide information and impose restrictions for omnibus accounts, its ability to monitor and deter excessive trading will be dependent upon the intermediaries' timely performance of their responsibilities.

T. Rowe Price may allow an intermediary or other third party to maintain restrictions on trading in the T. Rowe Price funds that differ from the 30-Day Purchase Block. An alternative excessive trading policy would be acceptable to T. Rowe Price if it believes that the policy would provide sufficient protection to the T. Rowe Price funds and their shareholders that is consistent with the excessive trading policy adopted by the funds' Boards of Directors/Trustees.

**Retirement Plan Accounts** If shares are held in a retirement plan, generally the 30-Day Purchase Block applies only to shares redeemed by a participant-directed exchange to another fund. However, the 30-Day Purchase Block may apply to transactions other than exchanges depending on how shares of the plan are held at T. Rowe Price or the excessive trading policy applied by your plan's recordkeeper. An alternative excessive trading policy may apply to the T. Rowe Price funds where a retirement plan has its own policy deemed acceptable to T. Rowe Price. You should contact T. Rowe Price or your plan recordkeeper to determine which of your transactions are subject to the funds' 30-Day Purchase Block or an alternative policy.

*There is no guarantee that T. Rowe Price will be able to identify or prevent all excessive or short-term trades or trading practices.*

### **Keeping Your Account Open**

Due to the relatively high cost to a fund of maintaining small accounts, we ask you to maintain an account balance of at least \$1,000 (\$10,000 for Summit Funds). If, for

any reason, your balance is below this amount for three months or longer, we have the right to redeem your account at the then-current net asset value after giving you 60 days to increase your balance. This could result in a taxable gain.

### **Signature Guarantees**

***A Medallion signature guarantee is designed to protect you and the T. Rowe Price funds from fraud by verifying your signature.***

You may need to have your signature guaranteed in certain situations, such as:

- Written requests: (1) to redeem over \$100,000 or (2) to wire redemption proceeds when prior bank account authorization is not on file.
- Remitting redemption proceeds to any person, address, or bank account not on file.
- Transferring redemption proceeds to a T. Rowe Price fund account with a different registration (name or ownership) from yours.
- Establishing certain services after the account is opened.

The signature guarantee must be obtained from a financial institution that is a participant in a Medallion signature guarantee program. You can obtain a Medallion signature guarantee from most banks, savings institutions, broker-dealers, and other guarantors acceptable to T. Rowe Price. When obtaining a Medallion signature guarantee, please discuss with the guarantor the dollar amount of your proposed transaction. It is important that the level of coverage provided by the guarantor's stamp covers the dollar amount of the transaction or it may be rejected. We cannot accept guarantees from notaries public or organizations that do not provide reimbursement in the case of fraud.

### **ACCOUNT SERVICE FEE**

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In an effort to help offset the disproportionately high costs incurred by the funds in connection with servicing lower-balance accounts, an annual \$20 account service fee (paid to T. Rowe Price Services, Inc., or one of its affiliates) is charged to certain fund accounts with a balance below \$10,000. The determination of whether a fund account is subject to the account service fee is based on account balances and services selected for accounts as of the last business day of August. The fee will be charged to an account with a balance below \$10,000 for any reason, including market fluctuation and recent redemptions. The fee, which is automatically deducted from an account by redeeming fund shares, is typically charged to accounts in early September each calendar year.

The account service fee generally does not apply to fund accounts that are held through an intermediary, participant accounts in employer-sponsored retirement plans for which T. Rowe Price Retirement Plan Services provides recordkeeping

services, or money funds that are used as a T. Rowe Price Brokerage sweep account. Regardless of a particular fund account's balance on the last business day of August, the account service fee is automatically waived for accounts that satisfy any of the following conditions:

- Any accounts for which the shareholder has elected to receive electronic delivery of all of the following: account statements, transaction confirmations, and prospectuses and shareholder reports;
- Any accounts of a shareholder with at least \$50,000 in total assets with T. Rowe Price (for this purpose, total assets includes investments in T. Rowe Price mutual funds, except for those held through a retirement plan for which T. Rowe Price Retirement Plan Services provides recordkeeping services; T. Rowe Price Brokerage; and T. Rowe Price variable annuities); or
- Any accounts of a shareholder who is a T. Rowe Price Preferred Services, Personal Services, or Enhanced Personal Services client (enrollment in these programs generally requires T. Rowe Price assets of at least \$100,000—visit [troweprice.com](http://troweprice.com) or call 1-800-537-1098 for more information).

T. Rowe Price reserves the right to authorize additional waivers for other types of accounts or to modify the conditions for assessment of the account service fee. Fund shares held in a T. Rowe Price individual retirement account, Education Savings Account, or small business retirement plan account (including certain 403(b) plan accounts) are subject to the account service fee and may be subject to additional administrative fees when distributing all fund shares from such accounts.

## ORGANIZATION AND MANAGEMENT

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### How are the funds organized?

T. Rowe Price Retirement Funds, Inc. (Retirement Funds) was incorporated in Maryland in 2002. Currently, Retirement Funds consists of 12 series (collectively referred to as “the funds”), each representing a separate pool of assets with different investment policies. Each is an “open-end management investment company,” or mutual fund. Mutual funds pool money received from shareholders and invest it to try to achieve specified objectives.

*Shareholders have benefitted from T. Rowe Price’s investment management experience since 1937.*

### What is meant by “shares”?

As with all mutual funds, investors purchase shares when they put money in a fund. These shares are part of a fund’s authorized capital stock, but share certificates are not issued.

Each share and fractional share entitles the shareholder to:

- Receive a proportional interest in income and capital gain distributions.
- Cast one vote per share on certain fund matters, including the election of fund directors/trustees, changes in fundamental policies, or approval of changes in the fund’s management contract.

### Do T. Rowe Price funds have annual shareholder meetings?

The funds are not required to hold annual meetings and, to avoid unnecessary costs to fund shareholders, do not do so except when certain matters, such as a change in fundamental policies, must be decided. In addition, shareholders representing at least 10% of all eligible votes may call a special meeting for the purpose of voting on the removal of any fund director or trustee. If a meeting is held and you cannot attend, you can vote by proxy. Before the meeting, the fund will send or make available to you proxy materials that explain the issues to be decided and include instructions on voting by mail or telephone or on the Internet.

### Who runs the funds?

#### General Oversight

The Retirement Funds are governed by a Board of Directors that meets regularly to review the funds’ investments, performance, expenses, and other business affairs. The Board elects the officers of the Retirement Funds. At least 75% of the Board members are independent of T. Rowe Price and its affiliates (the “Firm”). The majority of the

directors and the officers of the Retirement Funds and T. Rowe Price (and its affiliated investment advisers) also serve in similar positions with most of the underlying funds. Thus, if the interests of one of the Retirement Funds and the underlying funds were ever to diverge, it is possible that a conflict of interest could arise and affect how the directors and officers fulfill their fiduciary duties to that Retirement Fund and the underlying funds. The directors of the Retirement Funds believe they have structured each of the Retirement Funds to avoid these concerns. However, conceivably, a situation could occur where proper action for one of the Retirement Funds could be adverse to the interests of an underlying fund, or the reverse. If such a possibility arises, the directors and officers of the affected funds and T. Rowe Price will carefully analyze the situation and take all steps they believe reasonable to minimize and, where possible, eliminate the potential conflict.

### **Investment Adviser**

T. Rowe Price is each fund's investment adviser and oversees the selection of each fund's investments and management of each fund's portfolio. T. Rowe Price also serves as investment adviser for the underlying funds in which the Retirement Funds invest. T. Rowe Price is a SEC-registered investment adviser that provides investment management services to individual and institutional investors, and sponsors and serves as adviser and sub-adviser to registered investment companies, institutional separate accounts, and common trust funds. The address for T. Rowe Price is 100 East Pratt Street, Baltimore, Maryland 21202. As of June 30, 2013, the Firm had approximately \$614 billion in assets under management and provided investment management for more than 10 million individual and institutional investor accounts.

### **Portfolio Management**

T. Rowe Price has established an Investment Advisory Committee with respect to the funds. The chairman has day-to-day responsibility for managing the funds' portfolios and works with the committee in developing and executing these funds' investment programs. The members of the committee are: Jerome A. Clark, Chairman, Christopher D. Alderson, Edward C. Bernard, Kimberly E. DeDominicis, Ian D. Kelson, Wyatt A. Lee, Brian C. Rogers, Daniel O. Shackelford, Charles M. Shriver, Robert W. Smith, Guido F. Stubenrauch, Mark J. Vaselkiv, and Richard T. Whitney. The following information provides the year that the chairman first joined the Firm and the chairman's specific business experience during the past five years (although the chairman may have had portfolio management responsibilities for a longer period). Mr. Clark became chairman of the committee in 2008 but has been each fund's portfolio manager since its inception. He joined T. Rowe Price in 1992 and his investment experience dates from that time. Mr. Clark has served as portfolio manager with the Firm throughout the past five years. The Statement of Additional Information provides additional information about the portfolio manager's compensation, other accounts managed by the portfolio manager, and the portfolio manager's ownership of fund shares.



## Management of the Underlying Funds

For each of the underlying funds in which the Retirement Funds invest, T. Rowe Price serves as investment adviser and oversees the selection of the fund's investments and management of the fund's portfolio. For certain underlying funds in which the Retirement Funds invest, T. Rowe Price has entered into sub-advisory agreements with T. Rowe Price International Ltd (T. Rowe Price International), T. Rowe Price Hong Kong Limited (Price Hong Kong), and/or T. Rowe Price Singapore Private Ltd. (Price Singapore) under which these affiliated entities are authorized to trade securities and make discretionary investment decisions on behalf of the fund. T. Rowe Price International is a direct subsidiary of T. Rowe Price and is an investment adviser registered or licensed with the SEC, United Kingdom Financial Conduct Authority, and other non-U.S. regulatory authorities. T. Rowe Price International is headquartered in London and has several branch offices around the world. Price Hong Kong and Price Singapore are direct subsidiaries of T. Rowe Price International. Price Hong Kong is licensed with the Securities and Futures Commission of Hong Kong and is registered as an investment adviser with the SEC. Price Singapore is licensed with the Monetary Authority of Singapore and registered as an investment adviser with the SEC.

## How are fund expenses determined?

The operating expenses of each Retirement Fund include (a) its direct operating expenses at the Retirement Fund level and (b) its pro-rata share of the fees and expenses of the underlying funds in which it invests. Fund operating expenses include shareholder servicing and accounting fees and expenses; legal and auditing fees; expenses of preparing and printing prospectuses and shareholder reports; registration fees and expenses; proxy and annual meeting expenses, if any; and directors' fees and expenses. The payment of each Retirement Fund's direct operating expenses is subject to a Special Servicing Agreement (described below) and certain provisions of its Investment Management Agreement with T. Rowe Price.

## Special Servicing Agreements

The Retirement Funds' investments in the underlying funds are expected to provide savings to the underlying funds. This is primarily the result of the assumed elimination of numerous separate shareholder accounts which, in the absence of the Retirement Funds, would have been invested directly in the underlying funds and the resulting reduction in shareholder servicing costs. The estimated savings to the underlying funds generated by the operation of the Retirement Funds are expected to be sufficient to offset most, if not all, of the direct operating expenses of the Retirement Funds.

Each underlying fund has entered into a Special Servicing Agreement with each respective Retirement Fund and T. Rowe Price. These agreements provide that each underlying fund in which one of the Retirement Funds invests will bear a proportionate share of the expenses of that Retirement Fund if, and to the extent that, the underlying fund's savings from the operation of the Retirement Fund exceed

these expenses. T. Rowe Price has agreed to bear any expenses of each Retirement Fund that exceed the estimated savings to each of the underlying funds. As a result of these provisions, the direct operating expenses of each Retirement Fund are expected to be paid for by the underlying funds in which it invests. Therefore, the Retirement Funds will effectively pay no operating expenses at the Retirement Fund level.

However, shareholders of the Retirement Funds will still indirectly bear their proportionate share of the expenses of each underlying fund in which the Retirement Funds invest.

### **The Management Fee**

T. Rowe Price is the investment adviser for the funds. It will not be paid a management fee for performing investment management services. However, T. Rowe Price receives management fees from managing the underlying funds, and T. Rowe Price International, Price Hong Kong, and/or Price Singapore may receive a portion of the management fee that T. Rowe Price receives from those underlying funds for which they serve as investment sub-adviser. See the underlying funds' prospectuses or Statement of Additional Information for specific fees.

T. Rowe Price will determine how the funds' assets are invested consistent with the investment objectives and policies of each fund described in this prospectus and procedures and guidelines established by the Board of Directors for the Retirement Funds. The Directors for the Retirement Funds oversee the allocations and the basis upon which such allocations were made or maintained.

The expenses shown in the fee table in Section 1 are generally based on a fund's prior fiscal year. In periods of market volatility, assets may decline significantly, causing total annual fund operating expenses to become higher than the numbers shown in the fee table.

A discussion about the factors considered by the Board and its conclusions in approving each fund's investment management contract with T. Rowe Price appears in each fund's annual report to shareholders for the period ended May 31.

### **Fund Operations and Shareholder Services**

T. Rowe Price provides accounting services to the T. Rowe Price funds. T. Rowe Price Services, Inc. acts as the transfer and dividend disbursing agent and provides shareholder and administrative services to the funds. These companies receive compensation from the funds for their services.

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## **MORE INFORMATION ABOUT THE FUNDS AND THEIR INVESTMENT RISKS**

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### **How can I tell which Retirement Fund is most appropriate for me?**

Consider your estimated retirement date and risk tolerance. These funds' investment programs assume a retirement age of 65. It is expected that the investor will choose a

fund whose stated retirement date is closest to the date the investor turns 65. Choosing a fund targeting an earlier date represents a more conservative choice; targeting a fund with a later date represents a more aggressive choice. It is important to note that the retirement year of the fund you select should not necessarily represent the specific year you intend to start drawing retirement assets. It should be a guide only.

### **What will happen on the target date?**

Each fund assumes a retirement age of 65. After reaching the stated retirement date for each fund (other than the Income Fund), the fund will continue to “roll down” to a more conservative allocation designed to place greater emphasis on income and reduce investors’ overall risks. About 30 years after its stated retirement date, the fund will maintain approximately a 20% allocation to stocks.

### **What are the funds’ potential rewards?**

These funds seek to offer a professionally managed investment program designed to simplify the accumulation of assets prior to retirement and the management of those assets after retirement. Each fund (except for the Income Fund, which will normally maintain about 60% of its assets in bonds and 40% in stocks) establishes asset allocations that T. Rowe Price considers broadly appropriate to investors at specific stages of their retirement planning, then alters the asset mix over time to meet increasingly conservative investment needs. As such, investors should consider choosing the Retirement Fund whose stated retirement date is closest to their own projected retirement date. In general, these funds’ investment programs assume a retirement age of 65.

For funds that are farthest from their stated retirement dates, allocations to stocks are relatively high so that investors may benefit from their long-term growth potential, while allocations to fixed income securities are relatively low. This approach is designed to help investors accumulate the assets needed during their retirement years. As time elapses and an investor’s assumed retirement date approaches, the funds’ allocations to stocks will decrease in favor of fixed income securities. After reaching their stated retirement dates, the funds’ allocations to stocks will continue decreasing over time in an effort to focus more on higher income and lower risk, which are generally more important to investors managing their assets after they retire. After the stated target date, the funds emphasize reducing inflation and longevity risks to support a lifetime withdrawal horizon while still maintaining adequate fixed income allocation to help offset market risk. The manager will also regularly rebalance the portfolios to ensure they stay true to their stated glide paths.

To accommodate a wider range of investor preferences and retirement time horizons than is possible with a single fund, these funds offer several different combinations of the growth potential of stocks and the greater income of bonds. Generally, the potential for higher returns over time is accompanied by the higher risk of a decline in the value of your principal.

There is no guarantee the funds will achieve their goals. The funds are not a complete solution to the retirement needs of investors. Investors must weigh many factors when considering when to retire, what their retirement needs will be, and what sources of income they may have.

### **Tactical Asset Allocation**

As discussed under “Principal Investment Strategies” in the summary section for each Retirement Fund, (other than the Income Fund), the allocations to asset classes and underlying funds change over time according to a predetermined “glide path.” The allocations shown in the glide path, and the general asset mix for the Income Fund, are referred to as “neutral” allocations because they do not reflect any tactical decisions made by T. Rowe Price to overweight or underweight a particular asset class or sector based on its market outlook. Target allocations are set periodically for each Retirement Fund, and any variance from the neutral allocation can be strategically applied to any sector or combination of underlying funds’ target allocations within a broad asset class or to any single fund in which the Retirement Funds can invest. The target allocation assigned to a broad asset class (Stocks or Bonds) for a particular fund is not expected to vary from the fund’s prescribed neutral allocation by more than plus (+) or minus (-) five percentage (5%) points. When deciding upon allocations within these prescribed limits, T. Rowe Price may favor fixed income securities if the economy is expected to slow sufficiently to hurt corporate profits. The opposite may be true when strong economic growth is expected. And when adjusting exposure among the individual underlying funds, T. Rowe Price will consider relative values and prospects among growth- and value-oriented stocks, domestic and international stocks, and small-, mid- and large-cap stocks, as well as the outlook for inflation. The funds also consider the capacity of an underlying fund to absorb additional cash flow. The funds may make investments in the T. Rowe Price Extended Equity Market Index Fund, but such investments will generally occur only after investments have been made in the other funds representing the domestic small- and mid-cap sectors. In addition, the funds may make investments in the T. Rowe Price Summit Cash Reserves Fund to help manage cash flows into and out of the funds and invest new purchases in accordance with a fund’s target allocations, as well as for tactical allocations to money market securities.

Certain investment restrictions, such as a required minimum or maximum investment by an underlying fund in a particular type of security or currency, are measured at the time a fund purchases a security or currency. The status, market value, maturity, credit quality, or other characteristics of a fund’s securities or currencies may change after they are purchased, and this may cause the amount of a fund’s assets invested in such securities or currencies to exceed the stated maximum restriction or fall below the stated minimum restriction. If any of these changes occur, it would not be considered a violation of the investment restriction and will not require the sale of an investment if it was proper at the time it was made (this exception does not apply to a fund’s borrowing policy). However, purchases by a

fund during the time it is above or below the stated percentage restriction would be made in compliance with applicable restrictions.

Securities may be sold for a variety of reasons, such as to effect a change in asset allocation, secure a gain, limit a loss, or redeploy assets into more promising opportunities.

### **Main Risks**

The performance and risks of each fund will directly correspond to the performance and risks of the underlying funds in which it invests. By investing in many underlying funds, the funds have partial exposure to the risks of many different areas of the market. The more a fund allocates to stock funds, the greater the expected risk. These risks include:

**General equity risk** As with all funds having equity exposure, the share prices of these funds can fall because of weakness in the broad market, a particular industry, or specific holdings. The market as a whole can decline for many reasons, including adverse political, social, or economic developments in the U.S. or abroad, changes in investor psychology, or heavy institutional selling. Sectors of the equity market can experience reduced trading activity, making securities difficult to sell and subject to erratic price movements. Losses could occur if an underlying fund is not able to sell a holding at a favorable price. The prospects for an industry or company may deteriorate because of a variety of factors, including disappointing earnings or changes in the competitive environment. Finally, a fund's investment approach could fall out of favor with the investing public, resulting in a lagging performance versus other types of stock funds.

**Small- and mid-cap stock risk** To the extent that the funds own funds that invest in stocks of small- and mid-cap companies, they may take on greater risk, as stocks of small- and mid-cap companies are usually more volatile than larger-company stocks. Stocks of smaller companies are subject to more abrupt or erratic price movements than larger-company stocks. Small companies often have limited production lines, markets, or financial resources, and their management may lack depth and experience.

**Growth and value approach risk** There are risks associated with each fund's exposure to funds representing the growth or value investing approach. Even well-established growth stocks can be volatile. Stocks of growth companies may lack dividends that can cushion share prices in a down market. In addition, earnings disappointments often result in sharp price declines. The value approach carries the risk that the market will not recognize a security's intrinsic value for a long time or that a stock judged to be undervalued may be appropriately priced.

**Fixed income risk** To the extent that the funds have exposure to funds that invest in bonds or money market securities, they are subject to the following risks:

*Interest rate risk* This is the risk that a decline in bond prices will accompany a rise in the overall level of interest rates. (Bond prices and interest rates usually move in opposite directions.) Prices fall because the bonds and notes in a fund's portfolio become less attractive to other investors when securities with higher yields become available. Generally, securities with longer maturities and bond funds with longer weighted average maturities carry greater interest rate risk. As a result, in a rising interest rate environment, the net asset value of a fund with a longer weighted average maturity typically decreases at a faster rate than the net asset value of a fund with a shorter weighted average maturity. While a rise in interest rates is the principal source of interest rate risk for bond funds, falling rates bring the possibility that a bond may be "called," or redeemed before maturity, and that the proceeds may be reinvested in lower-yielding securities.

*Credit risk* This is the risk that the perceived creditworthiness of a fund holding deteriorates, or any of a fund's holdings has its credit rating downgraded or defaults (fails to make scheduled interest or principal payments), potentially reducing the fund's income level and share price.

Investment-grade (AAA through BBB) securities should have a relatively low risk of encountering financial problems and a relatively high probability of future payments. However, securities rated BBB are more susceptible to adverse economic conditions and may have speculative characteristics. Securities rated below investment grade (junk or high-yield bonds) should be regarded as speculative because their issuers are more susceptible to financial setbacks and recession than more creditworthy companies. High-yield bond issuers include small companies lacking the history or capital to merit investment-grade status, former blue chip companies downgraded because of financial problems, and firms with heavy debt loads. If the fund invests in securities whose issuers develop unexpected credit problems, the fund's share price could decline.

*Liquidity risk* This is the risk that a fund may not be able to sell holdings at desired prices. Sectors of the bond market can experience sudden downturns in trading activity. During periods of reduced trading, the spread can widen between the price at which a security can be bought and the price at which it can be sold. Less liquid securities can become more difficult to value and can change prices abruptly. During times of reduced market liquidity a fund may not be able to sell holdings readily at prices that reflect what the fund believes they should be worth.

**International risk** Funds that have exposure to investments overseas generally carry more risks than funds that invest strictly in U.S. assets. Investments outside the U.S. are subject to potentially adverse local, political, and economic developments; nationalization and exchange controls; potentially lower liquidity and higher volatility; and possible problems arising from accounting, disclosure, settlement, and regulatory practices that differ from U.S. standards. Even investments in countries with highly developed economies are subject to significant risks.

International funds are subject to currency risk, which refers to a decline in the value of a foreign currency versus the U.S. dollar. An underlying fund could experience losses based solely on the weakness of foreign currencies in which the fund's holdings are denominated versus the U.S. dollar, and changes in the exchange rates between such currencies and the U.S. dollar.

*Emerging market risk* To the extent that the funds invest in funds that invest in emerging markets, they are subject to greater risk than funds investing only in developed markets. The economic and political structures of emerging market countries, in most cases, do not compare favorably with the U.S. or other developed countries in terms of wealth and stability, and their financial markets often lack liquidity.

**Deflation risk** To the extent the funds invest in stock or bond funds that are designed to provide some protection against the impact of inflation, those investments could adversely affect the funds when inflation or expectations of inflation are low. During such periods, the value and income of an underlying fund's investments in inflation-linked securities could fall and result in losses for the fund. In addition, an underlying fund that seeks to invest in stocks of companies expected to outperform the overall global equity market during periods of high or rising inflation could underperform other stock funds when inflation concerns are low.

**Fund-of-funds risk** Although T. Rowe Price serves as the adviser of the underlying funds in which the funds invest, an underlying fund may change its investment program or policies without the fund's approval, which could force the fund to reduce or eliminate its allocation to the underlying fund at an unfavorable time. In addition, if one underlying fund buys the same securities that another underlying fund sells, the fund would indirectly bear the costs of these transactions without accomplishing any investment purpose.

The Statement of Additional Information contains more detailed information about each fund and its investments, operations, and expenses.

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## DESCRIPTION OF UNDERLYING FUNDS

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The investments of each of the Retirement Funds are concentrated in the underlying funds, so each fund's investment performance is directly related to the investment performance of these underlying funds.

The following table gives a brief description of the principal investment programs of the underlying funds. Additional investment practices are described in the prospectuses for each of the underlying funds.

***For more information about an underlying fund, call 1-800-638-5660.***

The major characteristics of the underlying T. Rowe Price funds are as follows:

### ***Description of Underlying Funds***

<b><i>Bond Funds</i></b>	<b><i>Objective/Program</i></b>
Emerging Markets Bond	High income and capital appreciation by normally investing at least 80% of net assets in government or corporate debt securities of emerging market countries.
High Yield	High current income and, secondarily, capital appreciation. Invests in a widely diversified portfolio of “junk” bonds. Average maturity is expected to be in the 5- to 10-year range.
Inflation Focused Bond	High level of income consistent with minimal fluctuation in principal value and liquidity with investments designed to provide some protection against the impact of inflation. Average effective maturity will range between one and seven years.
International Bond	High current income and capital appreciation by investing primarily in high-quality, nondollar-denominated bonds outside the U.S.
New Income	Highest level of income consistent with preservation of capital over time by investing primarily in marketable debt securities. Average maturity is expected to be between four and 15 years.
Summit Cash Reserves	Preservation of capital and liquidity and, consistent with these, the highest possible current income. Invests in high-quality, U.S. dollar-denominated money market securities. Managed to provide a stable share price of \$1.00.
<b><i>Domestic Equity Funds</i></b>	<b><i>Objective/Program</i></b>
Equity Index 500	Performance seeking to match that of the Standard & Poor’s 500 Stock Index®. Invests in the stocks in the Index using a full replication strategy.
Extended Equity Market Index	Performance seeking to match that of U.S. stocks not included in the Standard & Poor’s 500 Stock Index. Invests in stocks in the Standard & Poor’s Completion Index using a sampling strategy to represent this universe.
Growth Stock	Capital appreciation through investments in stocks of well-established growth companies.
Mid-Cap Growth	Long-term capital appreciation through investments in mid-cap stocks with potential for above-average earnings growth.
Mid-Cap Value	Long-term capital appreciation by investing primarily in mid-size companies that appear to be undervalued.
New Horizons	Long-term growth of capital through investments in stocks of small rapidly growing companies. Invests primarily in emerging growth companies, early in their corporate life cycles.
Real Assets	Long-term capital growth through investments in companies that own, or are involved with, real assets (such as energy and natural resources, real estate, basic materials, equipment, utilities and infrastructure, and commodities).
Small-Cap Stock	Long-term capital growth through investments in stocks of small companies. Stock selection may reflect either a growth or value investment approach.
Small-Cap Value	Long-term capital growth through investments in small U.S. companies whose common stocks are believed to be undervalued.
Value	Long-term capital appreciation by investing in common stocks believed to be undervalued. Income is a secondary objective.



### Description of Underlying Funds

<b>International Equity Funds</b>	<b>Objective/Program</b>
Emerging Markets Stock	Long-term growth of capital through investments primarily in the common stocks of companies located (or with primary operations) in emerging markets.
International Growth & Income	Long-term growth of capital and reasonable income through investments primarily in the common stocks of well-established, dividend-paying non-U.S. companies. The fund takes a value approach to stock selection.
International Stock	Capital appreciation through investments primarily in the common stocks of established non-U.S. companies. The fund takes a growth approach to stock selection.
Overseas Stock	Long-term growth of capital through investments in the common stocks of non-U.S. companies. The fund takes a core approach to investing, which provides exposure to both growth and value styles.

## INVESTMENT POLICIES OF THE RETIREMENT FUNDS

Each Retirement Fund's investment policies and practices are subject to further restrictions and risks that are described in the Statement of Additional Information. Shareholders will be notified of any material change in such investment programs. The funds will not make a material change in their investment objectives or their fundamental policies without obtaining shareholder approval.

### Reserve Position

Each fund may maintain a portion of fund assets in reserves, which can consist of short-term, high-quality U.S. dollar-denominated money market securities or shares of the T. Rowe Price Summit Cash Reserves Fund. For temporary, defensive purposes, a fund may invest without limitation in cash reserves. If a fund has significant holdings in reserves, it could compromise the fund's ability to achieve its objectives. The reserve position provides flexibility in meeting redemptions and in the timing of new investments, and can serve as a short-term defense during periods of unusual market volatility.

### Diversification

Each of the Retirement Funds is a "nondiversified" investment company for purposes of the Investment Company Act of 1940 because it invests in the securities of a limited number of mutual funds. However, the underlying funds (other than the Emerging Markets Bond and International Bond Funds) themselves are diversified investment companies. Each fund intends to qualify as a diversified investment company for the purposes of Subchapter M of the Internal Revenue Code.

*Fundamental investment policies* As a matter of fundamental policy, each Retirement Fund will not: (i) invest more than 25% of its respective total assets in any one industry, except that each fund will invest substantially all of its assets in investment

companies that are members of the T. Rowe Price family of funds; (ii) borrow money, except temporarily, to facilitate redemption requests in amounts not exceeding 33⅓% of each fund's total assets valued at market; and (iii) in any manner transfer as collateral for indebtedness any securities owned by each fund except in connection with permissible borrowings, which in no event will exceed 33⅓% of each fund's total assets valued at market. The funds may borrow money from other T. Rowe Price funds.

### **Other Investment Restrictions**

As a matter of operating policy, each Retirement Fund will not, among other things: (i) purchase additional securities when money borrowed exceeds 5% of the fund's total assets; or (ii) invest more than 15% of its net assets in illiquid securities.

### **Portfolio Turnover**

Each fund's portfolio turnover is expected to be low. The funds will purchase or sell securities to: (i) accommodate purchases and sales of each fund's shares; and (ii) maintain or modify the allocation of each fund's assets among the underlying funds within the percentage limits described earlier. The portfolio turnover rates for the funds are shown in the Financial Highlights table.

## **INVESTMENT POLICIES AND PRACTICES OF THE UNDERLYING FUNDS**

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In pursuing their investment objectives and programs, each of the underlying funds is permitted to engage in a wide range of investment policies and practices. Further information about the underlying funds is contained in the Statement of Additional Information, as well as the prospectuses of each of the underlying funds. Because each Retirement Fund invests in the underlying funds, shareholders of each fund will be affected by these investment practices in direct proportion to the amount of assets each fund allocates to the underlying funds pursuing such practices.

## **DISCLOSURE OF FUND PORTFOLIO INFORMATION**

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Each T. Rowe Price fund's portfolio holdings are disclosed on a regular basis in its semiannual and annual shareholder reports, and on Form N-Q, which is filed with the SEC within 60 days of the fund's first and third fiscal quarter-end. The money funds also file detailed month-end portfolio holdings information with the SEC each month. Such information will be made available to the public 60 days after the end of the month to which the information pertains. In addition, the funds disclose their calendar quarter-end portfolio holdings on [troweprice.com](http://troweprice.com) 15 calendar days after each quarter. Under certain conditions, up to 5% of a fund's holdings may be included in this portfolio list without being individually identified. Generally,

securities would not be individually identified if they are being actively bought or sold and it is determined that the quarter-end disclosure of the holding could be harmful to the fund. A security will not be excluded for these purposes from a fund's quarter-end holdings disclosure for more than one year. Money funds also disclose their month-end portfolio holdings on [troweprice.com](https://www.troweprice.com) five business days after each month. The quarter-end portfolio holdings will remain on the website for one year and the month-end money fund portfolio holdings will remain on the website for six months. Each fund also discloses its 10 largest holdings on [troweprice.com](https://www.troweprice.com) on the seventh business day after each month-end. These holdings are listed in alphabetical order along with the aggregate percentage of the fund's total assets that these 10 holdings represent. Each monthly top 10 list will remain on the website for six months. A description of T. Rowe Price's policies and procedures with respect to the disclosure of portfolio information is available in the Statement of Additional Information and through [troweprice.com](https://www.troweprice.com).

## **FINANCIAL HIGHLIGHTS**

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The Financial Highlights table, which provides information about each fund's financial history, is based on a single share outstanding throughout the periods shown. Each fund's section of the table is part of the fund's financial statements, which are included in its annual report and are incorporated by reference into the Statement of Additional Information (available upon request). The total returns in the table represent the rate that an investor would have earned or lost on an investment in the fund (assuming reinvestment of all dividends and distributions and no payment of any applicable account or redemption fees). The fund's total returns may be higher or lower than the investment results of the individual underlying T. Rowe Price funds. The financial statements in the annual reports were audited by the funds' independent registered public accounting firm, PricewaterhouseCoopers LLP.

**Financial Highlights**

<b>2005 Fund</b>	<b>Year ended May 31</b>				
	<b>2009</b>	<b>2010</b>	<b>2011</b>	<b>2012</b>	<b>2013</b>
Net asset value, beginning of period	\$11.70	\$9.30	\$10.47	\$11.95	\$11.51
<b>Income From Investment Operations</b>					
Net investment income <sup>a</sup>	0.34	0.29	0.31	0.28	0.26
Net gains or losses on securities (both realized and unrealized)	(2.22)	1.20	1.47	(0.40)	1.22
Total from investment operations	(1.88)	1.49	1.78	(0.12)	1.48
<b>Less Distributions</b>					
Dividends (from net investment income)	(0.34)	(0.32)	(0.28)	(0.30)	(0.28)
Distributions (from capital gains)	(0.18)	—	(0.02)	(0.02)	(0.03)
Returns of capital	—	—	—	—	—
Total distributions	(0.52)	(0.32)	(0.30)	(0.32)	(0.31)
<b>Net asset value, end of period</b>	<b>\$9.30</b>	<b>\$10.47</b>	<b>\$11.95</b>	<b>\$11.51</b>	<b>\$12.68</b>
<b>Ratios<sup>b</sup></b>					
<b>Total return</b>	<b>(15.66)%</b>	<b>16.05%</b>	<b>17.17%</b>	<b>(0.90)%</b>	<b>12.97%</b>
Ratio of expenses to average net assets	0.00%	0.00%	0.00%	0.00%	0.00%
Ratio of net income to average net assets	3.53%	2.80%	2.71%	2.44%	2.15%
Portfolio turnover rate	37.0%	18.2%	17.5%	25.2%	15.7%
<b>Supplemental Data</b>					
Weighted average expense ratio of underlying Price funds <sup>c</sup>	0.60%	0.61%	0.58%	0.59%	0.59%
Effective expense ratio	0.60%	0.61%	0.58%	0.59%	0.59%
Net assets, end of period (in millions)	\$717	\$942	\$1,129	\$1,131	\$1,284

<sup>a</sup> Per share amounts calculated using average shares outstanding method.

<sup>b</sup> 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.

<sup>c</sup> 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.

**Financial Highlights**

<b>2010 Fund</b>	<b>Year ended May 31</b>				
	<b>2009</b>	<b>2010</b>	<b>2011</b>	<b>2012</b>	<b>2013</b>
Net asset value, beginning of period	\$16.02	\$12.19	\$13.95	\$16.22	\$15.50
<b>Income From Investment Operations</b>					
Net investment income <sup>a</sup>	0.40	0.35	0.38	0.36	0.35
Net gains or losses on securities (both realized and unrealized)	(3.57)	1.80	2.27	(0.68)	1.92
Total from investment operations	(3.17)	2.15	2.65	(0.32)	2.27
<b>Less Distributions</b>					
Dividends (from net investment income)	(0.39)	(0.39)	(0.35)	(0.37)	(0.38)
Distributions (from capital gains)	(0.27)	—	(0.03)	(0.03)	(0.04)
Returns of capital	—	—	—	—	—
Total distributions	(0.66)	(0.39)	(0.38)	(0.40)	(0.42)
<b>Net asset value, end of period</b>	<b>\$12.19</b>	<b>\$13.95</b>	<b>\$16.22</b>	<b>\$15.50</b>	<b>\$17.35</b>
<b>Ratios<sup>b</sup></b>					
<b>Total return</b>	<b>(19.36)%</b>	<b>17.66%</b>	<b>19.17%</b>	<b>(1.87)%</b>	<b>14.78%</b>
Ratio of expenses to average net assets	0.00%	0.00%	0.00%	0.00%	0.00%
Ratio of net income to average net assets	3.19%	2.56%	2.48%	2.30%	2.09%
Portfolio turnover rate	26.6%	19.5%	19.0%	23.3%	16.5%
<b>Supplemental Data</b>					
Weighted average expense ratio of underlying Price funds <sup>c</sup>	0.64%	0.64%	0.61%	0.61%	0.60%
Effective expense ratio	0.64%	0.64%	0.61%	0.61%	0.60%
Net assets, end of period (in millions)	\$3,242	\$3,919	\$4,586	\$4,358	\$4,770

<sup>a</sup> Per share amounts calculated using average shares outstanding method.

<sup>b</sup> 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.

<sup>c</sup> 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.

**Financial Highlights**

<b>2015 Fund</b>	<b>Year ended May 31</b>				
	<b>2009</b>	<b>2010</b>	<b>2011</b>	<b>2012</b>	<b>2013</b>
Net asset value, beginning of period	\$12.48	\$9.12	\$10.63	\$12.62	\$11.98
<b>Income From Investment Operations</b>					
Net investment income <sup>a</sup>	0.27	0.24	0.26	0.25	0.26
Net gains or losses on securities (both realized and unrealized)	(3.11)	1.50	1.98	(0.62)	1.79
Total from investment operations	(2.84)	1.74	2.24	(0.37)	2.05
<b>Less Distributions</b>					
Dividends (from net investment income)	(0.28)	(0.23)	(0.23)	(0.25)	(0.27)
Distributions (from capital gains)	(0.24)	—	(0.02)	(0.02)	(0.03)
Returns of capital	—	—	—	—	—
Total distributions	(0.52)	(0.23)	(0.25)	(0.27)	(0.30)
<b>Net asset value, end of period</b>	<b>\$9.12</b>	<b>\$10.63</b>	<b>\$12.62</b>	<b>\$11.98</b>	<b>\$13.73</b>
<b>Ratios<sup>b</sup></b>					
<b>Total return</b>	<b>(22.28)%</b>	<b>19.09%</b>	<b>21.23%</b>	<b>(2.84)%</b>	<b>17.27%</b>
Ratio of expenses to average net assets	0.00%	0.00%	0.00%	0.00%	0.00%
Ratio of net income to average net assets	2.88%	2.28%	2.20%	2.09%	1.96%
Portfolio turnover rate	24.2%	15.1%	15.2%	25.6%	14.5%
<b>Supplemental Data</b>					
Weighted average expense ratio of underlying Price funds <sup>c</sup>	0.69%	0.68%	0.65%	0.66%	0.65%
Effective expense ratio	0.69%	0.68%	0.65%	0.66%	0.65%
Net assets, end of period (in millions)	\$3,143	\$4,401	\$5,929	\$5,935	\$7,219

<sup>a</sup> Per share amounts calculated using average shares outstanding method.

<sup>b</sup> 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.

<sup>c</sup> 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.

**Financial Highlights**

<b>2020 Fund</b>	<b>Year ended May 31</b>				
	<b>2009</b>	<b>2010</b>	<b>2011</b>	<b>2012</b>	<b>2013</b>
Net asset value, beginning of period	\$17.44	\$12.30	\$14.50	\$17.51	\$16.51
<b>Income From Investment Operations</b>					
Net investment income <sup>a</sup>	0.32	0.29	0.31	0.31	0.33
Net gains or losses on securities (both realized and unrealized)	(4.78)	2.22	3.01	(0.98)	2.82
Total from investment operations	(4.46)	2.51	3.32	(0.67)	3.15
<b>Less Distributions</b>					
Dividends (from net investment income)	(0.31)	(0.29)	(0.29)	(0.30)	(0.35)
Distributions (from capital gains)	(0.37)	(0.02)	(0.02)	(0.03)	(0.07)
Returns of capital	—	—	—	—	—
Total distributions	(0.68)	(0.31)	(0.31)	(0.33)	(0.42)
<b>Net asset value, end of period</b>	<b>\$12.30</b>	<b>\$14.50</b>	<b>\$17.51</b>	<b>\$16.51</b>	<b>\$19.24</b>
<b>Ratios<sup>b</sup></b>					
<b>Total return</b>	<b>(25.09)%</b>	<b>20.38%</b>	<b>23.05%</b>	<b>(3.74)%</b>	<b>19.26%</b>
Ratio of expenses to average net assets	0.00%	0.00%	0.00%	0.00%	0.00%
Ratio of net income to average net assets	2.55%	2.04%	1.95%	1.89%	1.84%
Portfolio turnover rate	18.0%	14.0%	15.6%	22.4%	14.2%
<b>Supplemental Data</b>					
Weighted average expense ratio of underlying Price funds <sup>c</sup>	0.73%	0.71%	0.69%	0.70%	0.69%
Effective expense ratio	0.73%	0.71%	0.69%	0.70%	0.69%
Net assets, end of period (in millions)	\$5,623	\$7,827	\$10,610	\$10,970	\$13,988

<sup>a</sup> Per share amounts calculated using average shares outstanding method.

<sup>b</sup> 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.

<sup>c</sup> 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.

**Financial Highlights**

<b>2025 Fund</b>	<b>Year ended May 31</b>				
	<b>2009</b>	<b>2010</b>	<b>2011</b>	<b>2012</b>	<b>2013</b>
Net asset value, beginning of period	\$12.93	\$8.84	\$10.51	\$12.86	\$12.03
<b>Income From Investment Operations</b>					
Net investment income <sup>a</sup>	0.21	0.19	0.20	0.20	0.23
Net gains or losses on securities (both realized and unrealized)	(3.80)	1.69	2.35	(0.82)	2.30
Total from investment operations	(3.59)	1.88	2.55	(0.62)	2.53
<b>Less Distributions</b>					
Dividends (from net investment income)	(0.20)	(0.18)	(0.19)	(0.19)	(0.22)
Distributions (from capital gains)	(0.30)	(0.03)	(0.01)	(0.02)	(0.10)
Returns of capital	—	—	—	—	—
Total distributions	(0.50)	(0.21)	(0.20)	(0.21)	(0.32)
<b>Net asset value, end of period</b>	<b>\$8.84</b>	<b>\$10.51</b>	<b>\$12.86</b>	<b>\$12.03</b>	<b>\$14.24</b>
<b>Ratios<sup>b</sup></b>					
<b>Total return</b>	<b>(27.25)%</b>	<b>21.26%</b>	<b>24.40%</b>	<b>(4.74)%</b>	<b>21.20%</b>
Ratio of expenses to average net assets	0.00%	0.00%	0.00%	0.00%	0.00%
Ratio of net income to average net assets	2.26%	1.81%	1.72%	1.67%	1.69%
Portfolio turnover rate	17.3%	10.6%	16.7%	26.0%	12.7%
<b>Supplemental Data</b>					
Weighted average expense ratio of underlying Price funds <sup>c</sup>	0.76%	0.74%	0.71%	0.73%	0.72%
Effective expense ratio	0.76%	0.74%	0.71%	0.73%	0.72%
Net assets, end of period (in millions)	\$3,013	\$4,500	\$6,470	\$6,965	\$9,525

<sup>a</sup> Per share amounts calculated using average shares outstanding method.

<sup>b</sup> 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.

<sup>c</sup> 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.



**Financial Highlights**

<b>2030 Fund</b>	<b>Year ended May 31</b>				
	<b>2009</b>	<b>2010</b>	<b>2011</b>	<b>2012</b>	<b>2013</b>
Net asset value, beginning of period	\$18.66	\$12.48	\$14.94	\$18.49	\$17.22
<b>Income From Investment Operations</b>					
Net investment income <sup>a</sup>	0.26	0.23	0.25	0.26	0.30
Net gains or losses on securities (both realized and unrealized)	(5.76)	2.51	3.56	(1.26)	3.58
Total from investment operations	(5.50)	2.74	3.81	(1.00)	3.88
<b>Less Distributions</b>					
Dividends (from net investment income)	(0.25)	(0.23)	(0.24)	(0.24)	(0.30)
Distributions (from capital gains)	(0.43)	(0.05)	(0.02)	(0.03)	(0.11)
Returns of capital	—	—	—	—	—
Total distributions	(0.68)	(0.28)	(0.26)	(0.27)	(0.41)
<b>Net asset value, end of period</b>	<b>\$12.48</b>	<b>\$14.94</b>	<b>\$18.49</b>	<b>\$17.22</b>	<b>\$20.69</b>
<b>Ratios<sup>b</sup></b>					
<b>Total return</b>	<b>(28.98)%</b>	<b>21.93%</b>	<b>25.63%</b>	<b>(5.33)%</b>	<b>22.71%</b>
Ratio of expenses to average net assets	0.00%	0.00%	0.00%	0.00%	0.00%
Ratio of net income to average net assets	1.98%	1.59%	1.51%	1.49%	1.57%
Portfolio turnover rate	12.4%	8.5%	16.2%	22.3%	13.0%
<b>Supplemental Data</b>					
Weighted average expense ratio of underlying Price funds <sup>c</sup>	0.78%	0.76%	0.74%	0.75%	0.75%
Effective expense ratio	0.78%	0.76%	0.74%	0.75%	0.75%
Net assets, end of period (in millions)	\$4,079	\$5,961	\$8,402	\$9,039	\$12,218

<sup>a</sup> Per share amounts calculated using average shares outstanding method.

<sup>b</sup> 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.

<sup>c</sup> 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.

**Financial Highlights**

<b>2035 Fund</b>	<b>Year ended May 31</b>				
	<b>2009</b>	<b>2010</b>	<b>2011</b>	<b>2012</b>	<b>2013</b>
Net asset value, beginning of period	\$13.22	\$8.74	\$10.50	\$13.11	\$12.14
<b>Income From Investment Operations</b>					
Net investment income <sup>a</sup>	0.16	0.15	0.16	0.16	0.19
Net gains or losses on securities (both realized and unrealized)	(4.18)	1.79	2.61	(0.96)	2.69
Total from investment operations	(4.02)	1.94	2.77	(0.80)	2.88
<b>Less Distributions</b>					
Dividends (from net investment income)	(0.17)	(0.14)	(0.15)	(0.15)	(0.20)
Distributions (from capital gains)	(0.29)	(0.04)	(0.01)	(0.02)	(0.11)
Returns of capital	—	—	—	—	—
Total distributions	(0.46)	(0.18)	(0.16)	(0.17)	(0.31)
<b>Net asset value, end of period</b>	<b>\$8.74</b>	<b>\$10.50</b>	<b>\$13.11</b>	<b>\$12.14</b>	<b>\$14.71</b>
<b>Ratios<sup>b</sup></b>					
<b>Total return</b>	<b>(29.92)%</b>	<b>22.18%</b>	<b>26.50%</b>	<b>(6.03)%</b>	<b>23.92%</b>
Ratio of expenses to average net assets	0.00%	0.00%	0.00%	0.00%	0.00%
Ratio of net income to average net assets	1.82%	1.41%	1.33%	1.30%	1.41%
Portfolio turnover rate	10.8%	6.9%	17.1%	27.1%	12.3%
<b>Supplemental Data</b>					
Weighted average expense ratio of underlying Price funds <sup>c</sup>	0.79%	0.77%	0.75%	0.77%	0.77%
Effective expense ratio	0.79%	0.77%	0.75%	0.77%	0.77%
Net assets, end of period (in millions)	\$1,789	\$2,856	\$4,232	\$4,662	\$6,628

<sup>a</sup> Per share amounts calculated using average shares outstanding method.

<sup>b</sup> 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.

<sup>c</sup> 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.

**Financial Highlights**

<b>2040 Fund</b>	<b>Year ended May 31</b>				
	<b>2009</b>	<b>2010</b>	<b>2011</b>	<b>2012</b>	<b>2013</b>
Net asset value, beginning of period	\$18.79	\$12.43	\$14.94	\$18.67	\$17.26
<b>Income From Investment Operations</b>					
Net investment income <sup>a</sup>	0.23	0.21	0.22	0.22	0.26
Net gains or losses on securities (both realized and unrealized)	(5.94)	2.56	3.74	(1.39)	3.93
Total from investment operations	(5.71)	2.77	3.96	(1.17)	4.19
<b>Less Distributions</b>					
Dividends (from net investment income)	(0.23)	(0.20)	(0.22)	(0.21)	(0.26)
Distributions (from capital gains)	(0.42)	(0.06)	(0.01)	(0.03)	(0.13)
Returns of capital	—	—	—	—	—
Total distributions	(0.65)	(0.26)	(0.23)	(0.24)	(0.39)
<b>Net asset value, end of period</b>	<b>\$12.43</b>	<b>\$14.94</b>	<b>\$18.67</b>	<b>\$17.26</b>	<b>\$21.06</b>
<b>Ratios<sup>b</sup></b>					
<b>Total return</b>	<b>(29.90)%</b>	<b>22.25%</b>	<b>26.62%</b>	<b>(6.20)%</b>	<b>24.49%</b>
Ratio of expenses to average net assets	0.00%	0.00%	0.00%	0.00%	0.00%
Ratio of net income to average net assets	1.81%	1.41%	1.32%	1.25%	1.36%
Portfolio turnover rate	9.7%	6.6%	15.9%	22.1%	12.8%
<b>Supplemental Data</b>					
Weighted average expense ratio of underlying Price funds <sup>c</sup>	0.79%	0.77%	0.76%	0.78%	0.78%
Effective expense ratio	0.79%	0.77%	0.76%	0.78%	0.78%
Net assets, end of period (in millions)	\$2,357	\$3,660	\$5,403	\$5,862	\$8,047

<sup>a</sup> Per share amounts calculated using average shares outstanding method.

<sup>b</sup> 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.

<sup>c</sup> 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.

**Financial Highlights**

<b>2045 Fund</b>	<b>Year ended May 31</b>				
	<b>2009</b>	<b>2010</b>	<b>2011</b>	<b>2012</b>	<b>2013</b>
Net asset value, beginning of period	\$12.46	\$8.28	\$9.95	\$12.44	\$11.49
<b>Income From Investment Operations</b>					
Net investment income <sup>a</sup>	0.15	0.14	0.15	0.15	0.17
Net gains or losses on securities (both realized and unrealized)	(3.93)	1.69	2.49	(0.92)	2.63
Total from investment operations	(3.78)	1.83	2.64	(0.77)	2.80
<b>Less Distributions</b>					
Dividends (from net investment income)	(0.15)	(0.13)	(0.14)	(0.15)	(0.17)
Distributions (from capital gains)	(0.25)	(0.03)	(0.01)	(0.03)	(0.10)
Returns of capital	—	—	—	—	—
Total distributions	(0.40)	(0.16)	(0.15)	(0.18)	(0.27)
<b>Net asset value, end of period</b>	<b>\$8.28</b>	<b>\$9.95</b>	<b>\$12.44</b>	<b>\$11.49</b>	<b>\$14.02</b>
<b>Ratios<sup>b</sup></b>					
<b>Total return</b>	<b>(29.89)%</b>	<b>22.14%</b>	<b>26.65%</b>	<b>(6.16)%</b>	<b>24.55%</b>
Ratio of expenses to average net assets	0.00%	0.00%	0.00%	0.00%	0.00%
Ratio of net income to average net assets	1.81%	1.41%	1.32%	1.25%	1.35%
Portfolio turnover rate	11.9%	8.5%	16.8%	28.3%	10.8%
<b>Supplemental Data</b>					
Weighted average expense ratio of underlying Price funds <sup>c</sup>	0.79%	0.77%	0.76%	0.78%	0.78%
Effective expense ratio	0.79%	0.77%	0.76%	0.78%	0.78%
Net assets, end of period (in millions)	\$781	\$1,353	\$2,159	\$2,512	\$3,720

<sup>a</sup> Per share amounts calculated using average shares outstanding method.

<sup>b</sup> 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.

<sup>c</sup> 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.

**Financial Highlights**

<b>2050 Fund</b>	<b>Year ended May 31</b>				
	<b>2009</b>	<b>2010</b>	<b>2011</b>	<b>2012</b>	<b>2013</b>
Net asset value, beginning of period	\$10.26	\$6.95	\$8.36	\$10.44	\$9.63
<b>Income From Investment Operations</b>					
Net investment income <sup>a</sup>	0.12	0.11	0.12	0.12	0.15
Net gains or losses on securities (both realized and unrealized)	(3.22)	1.43	2.09	(0.77)	2.19
Total from investment operations	(3.10)	1.54	2.21	(0.65)	2.34
<b>Less Distributions</b>					
Dividends (from net investment income)	(0.11)	(0.11)	(0.12)	(0.11)	(0.14)
Distributions (from capital gains)	(0.10)	(0.02)	(0.01)	(0.05)	(0.08)
Total distributions	(0.21)	(0.13)	(0.13)	(0.16)	(0.22)
<b>Net asset value, end of period</b>	<b>\$6.95</b>	<b>\$8.36</b>	<b>\$10.44</b>	<b>\$9.63</b>	<b>\$11.75</b>
<b>Ratios<sup>b</sup></b>					
<b>Total return</b>	<b>(29.93)%</b>	<b>22.18%</b>	<b>26.57%</b>	<b>(6.14)%</b>	<b>24.46%</b>
Ratio of expenses to average net assets	0.00%	0.00%	0.00%	0.00%	0.00%
Ratio of net income to average net assets	1.82%	1.40%	1.31%	1.25%	1.35%
Portfolio turnover rate	8.0%	8.1%	22.8%	32.2%	14.1%
<b>Supplemental Data</b>					
Weighted average expense ratio of underlying Price funds <sup>c</sup>	0.79%	0.77%	0.76%	0.78%	0.78%
Effective expense ratio	0.79%	0.77%	0.76%	0.78%	0.78%
Net assets, end of period (in millions)	\$233	\$523	\$954	\$1,237	\$1,945

<sup>a</sup> Per share amounts calculated using average shares outstanding method.

<sup>b</sup> 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.

<sup>c</sup> 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.

**Financial Highlights**

<b>2055 Fund</b>	<b>Year ended May 31</b>				
	<b>2009</b>	<b>2010</b>	<b>2011</b>	<b>2012</b>	<b>2013</b>
Net asset value, beginning of period	\$10.26	\$6.87	\$8.26	\$10.32	\$9.52
<b>Income From Investment Operations</b>					
Net investment income <sup>a</sup>	0.12	0.11	0.12	0.12	0.14
Net gains or losses on securities (both realized and unrealized)	(3.24)	1.42	2.07	(0.75)	2.17
Total from investment operations	(3.12)	1.53	2.19	(0.63)	2.31
<b>Less Distributions</b>					
Dividends (from net investment income)	(0.12)	(0.11)	(0.12)	(0.11)	(0.14)
Distributions (from capital gains)	(0.15)	(0.03)	(0.01)	(0.06)	(0.07)
Total distributions	(0.27)	(0.14)	(0.13)	(0.17)	(0.21)
<b>Net asset value, end of period</b>	<b>\$6.87</b>	<b>\$8.26</b>	<b>\$10.32</b>	<b>\$9.52</b>	<b>\$11.62</b>
<b>Ratios<sup>b</sup></b>					
<b>Total return</b>	<b>(30.04)%</b>	<b>22.23%</b>	<b>26.57%</b>	<b>(6.06)%</b>	<b>24.48%</b>
Ratio of expenses to average net assets	0.00%	0.00%	0.00%	0.00%	0.00%
Ratio of net income to average net assets	1.81%	1.40%	1.30%	1.25%	1.34%
Portfolio turnover rate	19.0%	11.2%	27.4%	37.0%	13.3%
<b>Supplemental Data</b>					
Weighted average expense ratio of underlying Price funds <sup>c</sup>	0.79%	0.77%	0.76%	0.78%	0.78%
Effective expense ratio	0.79%	0.77%	0.76%	0.78%	0.78%
Net assets, end of period (in thousands)	\$77,172	\$146,581	\$270,987	\$360,094	\$625,409

<sup>a</sup> Per share amounts calculated using average shares outstanding method.

<sup>b</sup> 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.

<sup>c</sup> 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.

**Financial Highlights**

<b>Income Fund</b>	<b>Year ended May 31</b>				
	<b>2009</b>	<b>2010</b>	<b>2011</b>	<b>2012</b>	<b>2013</b>
Net asset value, beginning of period	\$13.11	\$10.94	\$12.14	\$13.62	\$13.22
<b>Income From Investment Operations</b>					
Net investment income <sup>a</sup>	0.40	0.32	0.34	0.27	0.24
Net gains or losses on securities (both realized and unrealized)	(2.03)	1.21	1.52	(0.38)	1.29
Total from investment operations	(1.63)	1.53	1.86	(0.11)	1.53
<b>Less Distributions</b>					
Dividends (from net investment income)	(0.40)	(0.33)	(0.38)	(0.27)	(0.24)
Distributions (from capital gains)	(0.14)	—	—	(0.02)	(0.05)
Returns of capital	—	—	—	—	—
Total distributions	(0.54)	(0.33)	(0.38)	(0.29)	(0.29)
<b>Net asset value, end of period</b>	<b>\$10.94</b>	<b>\$12.14</b>	<b>\$13.62</b>	<b>\$13.22</b>	<b>\$14.46</b>
<b>Ratios<sup>b</sup></b>					
<b>Total return</b>	<b>(12.23)%</b>	<b>14.08%</b>	<b>15.15%</b>	<b>(0.77)%</b>	<b>11.67%</b>
Ratio of expenses to average net assets	0.00%	0.00%	0.00%	0.00%	0.00%
Ratio of net income to average net assets	3.65%	2.67%	2.61%	2.04%	1.70%
Portfolio turnover rate	31.8%	13.7%	12.5%	20.7%	14.3%
<b>Supplemental Data</b>					
Weighted average expense ratio of underlying Price funds <sup>c</sup>	0.58%	0.59%	0.56%	0.57%	0.57%
Effective expense ratio	0.58%	0.59%	0.56%	0.57%	0.57%
Net assets, end of period (in millions)	\$1,123	\$1,506	\$1,976	\$2,087	\$2,513

<sup>a</sup> Per share amounts calculated using average shares outstanding method.

<sup>b</sup> 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.

<sup>c</sup> 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.

**ACCOUNT REQUIREMENTS AND TRANSACTION INFORMATION**

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*If you are purchasing fund shares through a third-party intermediary, contact the intermediary for information regarding its policies on purchasing, exchanging, and redeeming fund shares, as well as initial and subsequent investment minimums.*

**Tax Identification  
Number**

We must have your correct Social Security number or employer identification number on a signed New Account form or W-9 Form. Otherwise, federal law requires the funds to withhold a percentage of your dividends, capital gain distributions, and redemptions and may subject you to an Internal Revenue Service fine. If this information is not received within 60 days after your account is established, your account may be redeemed at the fund's then-current net asset value.

**Transaction Confirmations**

We send immediate confirmations for most of your fund transactions. However, certain transactions, such as systematic purchases, dividend reinvestments, checkwriting redemptions for money funds, and transactions in money funds used as a T. Rowe Price Brokerage sweep account, do not receive an immediate transaction confirmation but are reported on your account statement. Please review transaction confirmations and account statements as soon as you receive them and promptly report any discrepancies to Shareholder Services by calling 1-800-225-5132.

**Employer-Sponsored  
Retirement Plans and  
Institutional Accounts**

**T. Rowe Price  
Trust Company**  
1-800-492-7670

Transaction procedures in the following sections may not apply to employer-sponsored retirement plans and institutional accounts. For procedures regarding employer-sponsored retirement plans, please call T. Rowe Price Trust Company or consult your plan administrator. For institutional account procedures, please call your designated account manager or service representative.



We do not accept third-party checks for initial purchases; however, we do accept third-party checks for subsequent purchases. In addition, T. Rowe Price does not accept purchases by cash, traveler's checks, or credit card checks.

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## OPENING A NEW ACCOUNT

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### **Important Information About Opening an Account**

*\$2,500 minimum initial investment; \$1,000 for retirement accounts and Uniform Gifts to Minors Act/Uniform Transfers to Minors Act accounts (\$25,000 minimum initial investment for Summit Funds only)*

Pursuant to federal law, all financial institutions must obtain, verify, and record information that identifies each person or entity that opens an account. This information is needed not only for the account owner and any other person who opens the account, but also for any person who has authority to act on behalf of the account.

When you open an account, you will be asked for the name, residential street address, date of birth, and Social Security number or employer identification number for each account owner and person(s) opening an account on behalf of others, such as custodians, agents, trustees, or other authorized signers. Corporate and other institutional accounts require documents showing the existence of the entity (such as articles of incorporation or partnership agreements) to open an account. Certain other fiduciary accounts (such as trusts or power of attorney arrangements) require documentation, which may include an original or certified copy of the trust agreement or power of attorney to open an account. For more information, call Investor Services at 1-800-638-5660.

We will use this information to verify the identity of the person(s)/entity opening the account. We will not be able to open your account until we receive all of this information. If we are unable to verify your identity, we are authorized to take any action permitted by law. (See Rights Reserved by the Funds.)

The funds are generally available only to investors residing in the United States. In addition, purchases in state tax-free funds are limited to investors living in states where the fund is available for sale. The address of record on your account must be located in one of these states, or you will be restricted from purchasing fund shares. Contact Investor Services for more information.

### **Account Registration**

If you own other T. Rowe Price funds, you should consider registering any new account identically to your existing accounts so you can exchange shares among them easily. (The name(s) of the account owner(s) and the account type must be identical.)

For joint accounts or other types of accounts owned or controlled by more than one party, either owner/party has complete authority to act on behalf of all and give instructions concerning the account without notice to the other party. T. Rowe Price may, in its sole discretion, require written authorization from all owners/parties to act on the account for certain transactions (for example, to transfer ownership).

### **By Mail**

Please make your check payable to T. Rowe Price Funds (otherwise it may be returned), and send your check, together with the New Account form, to the appropriate address below:

#### **via U.S. Postal Service**

T. Rowe Price Account Services  
P.O. Box 17300  
Baltimore, MD 21297-1300

#### **via private carriers/overnight services**

T. Rowe Price Account Services  
Mail Code 17300  
4515 Painters Mill Road  
Owings Mills, MD 21117-4903

*Note:* Please use the correct address to avoid a delay in opening your new account.

### **By Wire**

Visit us online at **troweprice.com** or call Investor Services for an account number and wire transfer instructions.

In order to obtain an account number, you must supply the name, date of birth, Social Security number or employer identification number, and residential or business street address for each owner on the account. Complete a New Account form and mail it to one of the appropriate T. Rowe Price addresses listed under By Mail.

*Note:* Although the purchase will be made, services may not be established and Internal Revenue Service penalty withholding may occur until we receive a signed New Account form.

**Online** You can open a new mutual fund account online. Go to **[troweprice.com/newaccount](https://troweprice.com/newaccount)** to choose the type of account you wish to open.

To open an account electronically, you must be a U.S. citizen residing in the U.S. or a resident alien and not subject to Internal Revenue Service backup withholding. Additionally, you must provide consent to receive certain documents electronically.

You will have the option of providing your bank account information that will enable you to make electronic funds transfers to and from your bank account. To set up this banking service online, additional steps will be taken to verify your identity.

**By Exchange** Visit us online at **[troweprice.com](https://troweprice.com)** (see Automated Services under Information About Your Services) or call Shareholder Services. The new account will have the same registration as the account from which you are exchanging. Services for the new account may be carried over by telephone request if they are preauthorized on the existing account. For limitations on exchanging, please see Transaction Procedures and Special Requirements—Excessive and Short-Term Trading.

**In Person** Drop off your New Account form at any Investor Center location listed on the back cover and obtain a receipt.

## PURCHASING ADDITIONAL SHARES

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*\$100 minimum per fund account for all additional purchases, including those made through Automatic Asset Builder (all funds except Summit Funds); \$100 minimum per fund account for additional purchases through Automatic Asset Builder and \$1,000 for all other additional purchases (Summit Funds)*

### **By Automated Clearing House**

Visit us online at **troweprice.com** or call Shareholder Services if you have established electronic transfers using the Automated Clearing House system.

### **By Wire**

Go to **troweprice.com** or call Shareholder Services for wire transfer instructions. T. Rowe Price must receive the wire by the close of the New York Stock Exchange (normally 4 p.m. ET) to receive that day's share price. There is no assurance that you will receive the share price for the same day you initiated the wire from your financial institution.

### **By Mail**

1. Make your check payable to T. Rowe Price Funds (otherwise it may be returned).
2. Mail the check to us at the following address with either a fund reinvestment slip or a note indicating the fund you want to purchase and your fund account number.
3. Please use the correct address to avoid a delay in processing your transaction and remember to provide your account number and the fund name on the memo line of your check.

### **via U.S. Postal Service**

T. Rowe Price Account Services  
P.O. Box 17300  
Baltimore, MD 21297-1300

(To send mail directly to T. Rowe Price via private carriers and overnight services, see previous section.)

Your transaction will receive the share price for the business day that the request is received by T. Rowe Price prior to the close of the New York Stock Exchange (normally 4 p.m. ET) (not the day the request is received at the P.O. Box).

### **By Automatic Asset Builder**

Fill out the Automatic Asset Builder section on the New Account form or Shareholder Services form.

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## EXCHANGING AND REDEEMING SHARES

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**Exchange Service** You can move money from one account to an existing, identically registered account or open a new identically registered account. For taxable accounts, an exchange from one fund to another is considered a sale and purchase for tax purposes. (Exchanges into a state tax-free fund are limited to investors living in states where the fund is available.) For exchange policies, please see Transaction Procedures and Special Requirements—Excessive and Short-Term Trading Policy.

**Redemptions** Redemption proceeds can be mailed to your account address, sent by Automated Clearing House transfer to your bank, or wired to your bank (provided your bank information is already on file). Redemption proceeds of less than \$5,000 sent by wire are subject to a \$5 fee paid to the fund. Please note that large purchase and redemption requests initiated through automated services, including the National Securities Clearing Corporation, may be rejected and, in such instances, the transaction must be placed by contacting a service representative.

If you request to redeem a specific dollar amount, and the market value of your account is less than the amount of your request, your redemption will not be processed, and you will need to submit a new redemption request in proper form. If you change your address on an account, proceeds will not be mailed to the new address for 15 calendar days after the address change, unless we receive a signature guaranteed letter of instruction.

Some of the T. Rowe Price funds may impose a redemption fee. Check the fund's prospectus under Contingent Redemption Fee in Pricing Shares and Receiving Sale Proceeds. The fee is paid to the fund. For redemptions by check or electronic transfer, please see Information About Your Services.

- Online** Visit us online at **troweprice.com**. Customers with Account Access (our secure self-service Web platform for individual investors) can electronically exchange shares between identically registered T. Rowe Price accounts and electronically redeem shares from their mutual fund accounts.
- By Phone** You can call Shareholder Services at 1-800-225-5132 to place your transaction. If you find our phones busy during unusually volatile markets, please consider placing your order online through **troweprice.com**.
- By Mail** For each account involved, provide the account name and number, fund name, and exchange or redemption amount. For exchanges, be sure to specify any fund you are exchanging out of and the fund or funds you are exchanging into. T. Rowe Price may require a signature guarantee of all registered owners (see Transaction Procedures and Special Requirements—Signature Guarantees). Please use one of the following addresses:

**For nonretirement and individual retirement accounts:  
via U.S. Postal Service**

T. Rowe Price Account Services  
P.O. Box 17302  
Baltimore, MD 21297-1302

**via private carriers/overnight services**

T. Rowe Price Account Services  
Mail Code 17302  
4515 Painters Mill Road  
Owings Mills, MD 21117-4903

**For employer-sponsored retirement accounts:  
via U.S. Postal Service**

T. Rowe Price Trust Company  
P.O. Box 17479  
Baltimore, MD 21297-1479

**via private carriers/overnight services**

T. Rowe Price Trust Company  
Mail Code 17479  
4515 Painters Mill Road  
Owings Mills, MD 21117-4903

For requests that are not sent via private carriers or overnight services, your transaction will receive the share price for the business day that the request is received by T. Rowe Price prior to the close of the New York Stock Exchange (normally 4 p.m. ET) (not the day the request is received at the P.O. Box).

Requests for redemptions from employer-sponsored retirement accounts may be required to be in writing; please call T. Rowe Price Trust Company or your plan administrator for instructions. Individual retirement account distributions may be requested in writing or by telephone; please call Shareholder Services to obtain an Individual Retirement Account Distribution form or an Individual Retirement Account Shareholder Services form to authorize the telephone redemption service.

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## **RIGHTS RESERVED BY THE FUNDS**

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T. Rowe Price funds and their agents, in their sole discretion, reserve the following rights: (1) to waive or lower investment minimums; (2) to accept initial purchases by telephone; (3) to refuse any purchase or exchange order; (4) to cancel or rescind any purchase or exchange order placed through an intermediary, no later than the business day after the order is received by the intermediary (including, but not limited to, orders deemed to result in excessive trading, market timing, or 5% ownership); (5) to cease offering fund shares at any time to all or certain groups of investors; (6) to freeze any account and suspend account services when notice has been received of a dispute regarding the ownership of the account, or a legal claim against an account, upon initial notification to T. Rowe Price of a shareholder's death until T. Rowe Price receives required documentation in good order, or if there is reason to believe a fraudulent transaction may occur; (7) to otherwise modify the conditions of purchase and modify or terminate any services at any time; (8) to waive any wire, small account, maintenance, or fiduciary fees charged to a group of shareholders; (9) to act on instructions reasonably

believed to be genuine; (10) to involuntarily redeem an account at the net asset value calculated the day the account is redeemed, in cases of threatening conduct, suspected fraudulent or illegal activity, or if the fund or its agent is unable, through its procedures, to verify the identity of the person(s) or entity opening an account; and (11) for money funds, to suspend redemptions and postpone the payment of proceeds to facilitate an orderly liquidation of the fund.

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## INFORMATION ABOUT YOUR SERVICES

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### **Shareholder Services**

1-800-225-5132

Many services are available to you as a shareholder; some you receive automatically, and others you must authorize or request on the New Account form. By signing up for services on the New Account form, you avoid having to complete a separate form at a later time and obtain a signature guarantee. This section discusses some of the services currently offered.

### **Investor Services**

1-800-638-5660

### **Retirement Plans**

We offer a wide range of plans for individuals, institutions, and large and small businesses: Traditional IRAs, Roth IRAs, SIMPLE IRAs, SEP-IRAs, 401(k)s, and 403(b)(7)s. For information on individual retirement accounts or our no-load variable annuity (for existing variable annuity contract holders), call Investor Services. For information on all other retirement plans, please call 1-800-492-7670.



**Investing for College Expenses**

We can help you save for future college expenses on a tax-advantaged basis.

**529 Plans**

T. Rowe Price manages three 529 plans that are available directly to investors: the T. Rowe Price College Savings Plan (a national plan sponsored by the Education Trust of Alaska), the Maryland College Investment Plan, and the University of Alaska College Savings Plan. Account earnings are federal income tax-free when used for qualified expenses. For more information on the T. Rowe Price College Savings Plan (national plan), call 1-800-369-3641; Maryland College Investment Plan, call 1-888-4-MD-GRAD; and University of Alaska College Savings Plan, call 1-866-277-1005.

**Automated Services****Online Account Access**

You can sign up online to conduct account transactions through our website at **troweprice.com**.

**Tele\*Access<sup>SM</sup>**

1-800-638-2587

24-hour service via a toll-free number enables you to access information on fund performance, prices, distributions, account balances, and your latest transactions.

**Plan Account Line**

1-800-401-3279

This 24-hour service is similar to Tele\*Access<sup>SM</sup> but is designed specifically to meet the needs of retirement plan investors.

**By Telephone and In Person**

Purchase, redeem, or exchange shares by calling one of our service representatives or by visiting one of our Investor Center locations listed on the back cover.

**Electronic Transfers****By Automated Clearing House**

This free service allows you to move as little as \$100 or as much as \$250,000 between your bank account and fund account using the Automated Clearing House system. Enter instructions via your personal computer or call Shareholder Services.

**By Wire**

Electronic transfers can be conducted via bank wire. There is a \$5 fee for wire redemptions under \$5,000, and your bank may charge for incoming or outgoing wire transfers regardless of size.

**Checkwriting**

(Not available for equity funds or the Emerging Markets Bond, Emerging Markets Corporate Bond, Emerging Markets Local Currency Bond, Floating Rate, High Yield, International Bond, or U.S. Bond Enhanced Index Funds.) You may write an unlimited number of free checks on any money fund and most bond funds, with a minimum of \$500 per check. Keep in mind, however, that a check results in a redemption; a check written on a bond fund will create a taxable event that you and we must report to the Internal Revenue Service.

**Automatic Investing****Automatic Asset Builder**

You can instruct us to automatically transfer money from your bank account, or you can instruct your employer to send all or a portion of your paycheck to the fund or funds you designate. Each systematic purchase must be at least \$100 per fund account to be eligible for the Automatic Asset Builder service. Minimum initial purchase requirements will still apply.

**Automatic Exchange**

You can set up systematic investments from one fund account into another, such as from a money fund into a stock fund.

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**T. ROWE PRICE BROKERAGE**

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**To Open an Account**

1-800-638-5660

**For Existing  
Brokerage Customers**

1-800-225-7720

Investments available through our Brokerage service include stocks, options, bonds, and other securities at commission savings over full-service brokers.\* We also provide a wide range of services, including:

**Automated Telephone and Computer Services**

You can enter stock and option orders, access quotes, and review account information around the clock by phone with Tele-Trader or via the Internet with Account Access-Brokerage.

### Investor Information

A variety of informative reports, such as our Brokerage Insights series, as well as access to online research tools, can help you better evaluate economic trends and investment opportunities.

### Dividend Reinvestment Service

If you elect to participate in this service, the cash dividends from the eligible securities held in your account will automatically be reinvested in additional shares of the same securities free of charge. Most securities listed on national securities exchanges or NASDAQ are eligible for this service.

\*Services vary by firm.

T. Rowe Price Brokerage is a division of T. Rowe Price Investment Services, Inc., Member FINRA/SIPC.

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## INVESTMENT INFORMATION

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To help you monitor your investments and make decisions that accurately reflect your financial goals, T. Rowe Price offers a wide variety of information in addition to account statements. Most of this information is also available on our website at **[troweprice.com](http://troweprice.com)**.

If your account has no activity in it for a certain period of time, T. Rowe Price may be required to transfer your account to the appropriate state under its abandoned property laws.

*A note on mailing procedures:* If two or more members of a household own the same fund, we economize on fund expenses by sending only one fund report and prospectus. If you need additional copies or do not want your mailings to be “householded,” please call Shareholder Services at 1-800-225-5132 or write to us at P.O. Box 17630, Baltimore, MD 21297-1630.

### Shareholder Reports

Fund managers’ annual and semiannual reviews of their strategies and performance.

**The T. Rowe Price Report**

A quarterly investment newsletter discussing markets and financial strategies and including the Performance Update, a review of all T. Rowe Price fund results.

**Insights**

Educational reports on investment strategies and financial markets.

**Investment Guides**

Funds Guide, International Investing Guide, Required Minimum Distribution (RMD) Guide, and Retirement Savings Guide.

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## **T. ROWE PRICE PRIVACY POLICY**

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In the course of doing business with T. Rowe Price, you share personal and financial information with us. We treat this information as confidential and recognize the importance of protecting access to it.

You may provide information when communicating or transacting business with us in writing, electronically, or by phone. For instance, information may come from applications, requests for forms or literature, and your transactions and account positions with us. On occasion, such information may come from consumer reporting agencies and those providing services to us.

We do not sell information about current or former customers to any third parties, and we do not disclose it to third parties unless necessary to process a transaction, service an account, or as otherwise permitted by law. We may share information within the T. Rowe Price family of companies in the course of providing or offering products and services to best meet your investing needs. We may also share that information with companies that perform administrative or marketing services for T. Rowe Price, with a research firm we have hired, or with a business partner, such as a bank or insurance company with which we are developing or offering investment products. When we enter into such a relationship, our contracts restrict the companies' use of our customer information, prohibiting them from sharing or using it for any purposes other than those for which they were hired.

We maintain physical, electronic, and procedural safeguards to protect your personal information. Within T. Rowe Price, access to such information is limited to those who need it to perform their jobs, such as servicing your accounts, resolving problems, or informing you of new products or services. Finally, our Code of Ethics, which applies to all employees, restricts the use of customer information and requires that it be held in strict confidence.

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This Privacy Policy applies to the following T. Rowe Price family of companies: T. Rowe Price Associates, Inc.; T. Rowe Price Advisory Services, Inc.; T. Rowe Price Investment Services, Inc.; T. Rowe Price Trust Company; and the T. Rowe Price Funds.

To help you achieve your financial goals, T. Rowe Price offers a wide range of stock, bond, and money market investments, as well as convenient services and informative reports.

**For mutual fund or T. Rowe Price Brokerage information**

Investor Services  
1-800-638-5660

**For existing accounts**

Shareholder Services  
1-800-225-5132

**For the hearing impaired**

1-800-367-0763

**For performance, prices, or account information**

Tele\*Access<sup>SM</sup>  
24 hours, 7 days  
1-800-638-2587

**Internet address**

[troweprice.com](http://troweprice.com)

**Plan Account Line**

For retirement plan investors: The appropriate 800 number appears on your retirement account statement.

## **Investor Centers**

For directions, call  
1-800-225-5132 or  
visit our website

### **Baltimore Area**

#### ***Downtown***

105 East Lombard  
Street

#### ***Owings Mills***

Three Financial Center  
4515 Painters Mill Road

### **Colorado Springs**

2260 Briargate Parkway

### **Tampa**

4211 W. Boy Scout  
Boulevard  
8th Floor

### **Washington, D.C. Area**

#### ***Downtown***

1000 Connecticut  
Avenue, N.W.  
Suite A-100

#### ***Tysons Corner***

1600 Tysons Boulevard  
Suite 150  
McLean, Virginia

A Statement of Additional Information for the T. Rowe Price family of funds, which includes additional information about the funds, has been filed with the SEC and is incorporated by reference into this prospectus. Further information about fund investments, including a review of market conditions and the manager's recent investment strategies and their impact on performance during the past fiscal year, is available in the annual and semiannual shareholder reports. To obtain free copies of any of these documents, or for shareholder inquiries, call 1-800-638-5660. These documents and updated performance information are available through [troweprice.com](http://troweprice.com).

Fund information and Statements of Additional Information are also available from the Public Reference Room of the SEC. Information on the operation of the Public Reference Room may be obtained by calling the SEC at 1-202-551-8090. Fund reports and other fund information are available on the EDGAR Database on the SEC's Internet site at <http://www.sec.gov>. Copies of this information may be obtained, after paying a duplicating fee, by electronic request at [publicinfo@sec.gov](mailto:publicinfo@sec.gov), or by writing the Public Reference Room, Washington, D.C. 20549-1520.

T. Rowe Price Associates, Inc.  
100 East Pratt Street  
Baltimore, MD 21202

