

# **T. ROWE PRICE RETIREMENT FUNDS, INC.**

## **FORM N-CSRS**

(Certified semi-annual shareholder report for management investment companies)

Filed 01/22/26 for the Period Ending 11/30/25

Address     1307 POINT STREET  
                  BALTIMORE, MD, 21231  
Telephone    410-345-2000  
CIK            0001177017  
Symbol        PAERX  
Fiscal Year   05/31

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

**FORM N-CSR**

**CERTIFIED SHAREHOLDER REPORT OF REGISTERED  
MANAGEMENT INVESTMENT COMPANIES**

Investment Company Act File Number: 811-21149

T. Rowe Price Retirement Funds, Inc.  
(Exact name of registrant as specified in charter)

1307 Point Street, Baltimore, MD 21231  
(Address of principal executive offices)

David Oestreicher  
1307 Point Street, Baltimore, MD 21231  
(Name and address of agent for service)

Registrant's telephone number, including area code: (410) 345-2000

Date of fiscal year end: May 31

Date of reporting period: November 30, 2025

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**Item 1. Reports to Shareholders**

(a) Report pursuant to Rule 30e-1



**Retirement 2035 Fund**  
**Investor Class (TRRJX)**

Semi-Annual Shareholder Report  
November 30, 2025

This semi-annual shareholder report contains important information about Retirement 2035 Fund (the "fund") for the period of June 1, 2025 to November 30, 2025. You can find the fund's prospectus, financial information on Form N-CSR (which includes required tax information for dividends), holdings, proxy voting information, and other information at [www.troweprice.com/prospectus](http://www.troweprice.com/prospectus). You can also request this information without charge by contacting T. Rowe Price at 1-800-638-5660 or [info@troweprice.com](mailto:info@troweprice.com) or contacting your intermediary.

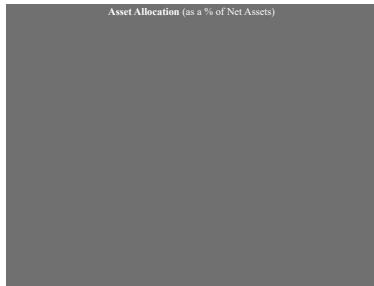
**What were the fund costs for the last six months? (based on a hypothetical \$10,000 investment)**

F  
2  
-

**What are some fund statistics?**

Portfolio Turnover Rate 7.1%

What did the fund invest in?



If you invest directly with T. Rowe Price, you can elect to receive future shareholder reports or other important documents through electronic delivery by enrolling at [www.troweprice.com/paperless](http://www.troweprice.com/paperless). If you invest through a financial intermediary such as an investment advisor, a bank, retirement plan sponsor or a brokerage firm, please contact that organization and ask if it can provide electronic delivery.

Visit [www.troweprice.com/en/us/market-data-disclosures](http://www.troweprice.com/en/us/market-data-disclosures) for additional legal notices & disclaimers.

Retirement 2035 Fund  
Investor Class (TRRJX)

T. Rowe Price Investment Services, Inc.  
1307 Point Street  
Baltimore, Maryland 21231

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202505-4461501

F158-053 1/26



Retirement 2035 Fund  
Advisor Class (PARKX)

Semi-Annual Shareholder Report  
November 30, 2025

This semi-annual shareholder report contains important information about Retirement 2035 Fund (the "fund") for the period of June 1, 2025 to November 30, 2025. You can find the fund's prospectus, financial information on Form N-CSR (which includes required tax information for dividends), holdings, proxy voting information, and other information at [www.troweprice.com/prospectus](http://www.troweprice.com/prospectus). You can also request this information without charge by contacting T. Rowe Price at 1-800-638-5660 or [info@troweprice.com](mailto:info@troweprice.com) or contacting your intermediary.

What were the fund costs for the last six months? (based on a hypothetical \$10,000 investment)



What are some fund statistics?

Portfolio Turnover Rate 7.1%

What did the fund invest in?





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Retirement 2035 Fund  
Advisor Class (PARKX)

T. Rowe Price Investment Services, Inc.  
1307 Point Street  
Baltimore, Maryland 21231

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F280-053 1/26

202505-4461501



Retirement 2035 Fund

R Class (RRTPX)

Semi-Annual Shareholder Report  
November 30, 2025

This semi-annual shareholder report contains important information about Retirement 2035 Fund (the "fund") for the period of June 1, 2025 to November 30, 2025. You can find the fund's prospectus, financial information on Form N-CSR (which includes required tax information for dividends), holdings, proxy voting information, and other information at [www.troweprice.com/prospectus](http://www.troweprice.com/prospectus). You can also request this information without charge by contacting T. Rowe Price at 1-800-638-5660 or [info@troweprice.com](mailto:info@troweprice.com) or contacting your intermediary.

What were the fund costs for the last six months? (based on a hypothetical \$10,000 investment)



What are some fund statistics?

Portfolio Turnover Rate 7.1%

What did the fund invest in?





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Retirement 2035 Fund  
R Class (RRTPX)

T. Rowe Price Investment Services, Inc.  
1307 Point Street  
Baltimore, Maryland 21231

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F480-053 1/26

202505-4461501



**Retirement 2035 Fund  
I Class (TRFJX)**

Semi-Annual Shareholder Report  
November 30, 2025

This semi-annual shareholder report contains important information about Retirement 2035 Fund (the "fund") for the period of June 1, 2025 to November 30, 2025. You can find the fund's prospectus, financial information on Form N-CSR (which includes required tax information for dividends), holdings, proxy voting information, and other information at [www.troweprice.com/prospectus](http://www.troweprice.com/prospectus). You can also request this information without charge by contacting T. Rowe Price at 1-800-638-5660 or [info@troweprice.com](mailto:info@troweprice.com) or contacting your intermediary.

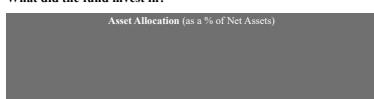
**What were the fund costs for the last six months? (based on a hypothetical \$10,000 investment)**



**What are some fund statistics?**

Portfolio Turnover Rate 7.1%

**What did the fund invest in?**







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**Item 1. (b) Notice pursuant to Rule 30e-3.**

Not applicable.

**Item 2. Code of Ethics.**

A code of ethics, as defined in Item 2 of Form N-CSR, applicable to its principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions is filed as an exhibit to the registrant's annual Form N-CSR. No substantive amendments were approved or waivers were granted to this code of ethics during the registrant's most recent fiscal half-year.

**Item 3. Audit Committee Financial Expert.**

Disclosure required in registrant's annual Form N-CSR.

**Item 4. Principal Accountant Fees and Services.**

Disclosure required in registrant's annual Form N-CSR.

**Item 5. Audit Committee of Listed Registrants.**

Not applicable.

**Item 6. Investments.**

(a) Not applicable. The complete schedule of investments is included in Item 7 of this Form N-CSR.

(b) Not applicable.

**Item 7. Financial Statements and Financial Highlights for Open-End Management Investment Companies.**

(a – b) Report pursuant to Regulation S-X.



# T. Rowe Price

## Financial Statements and Other Information

November 30, 2025

TRRJX	T. ROWE PRICE Retirement 2035 Fund
PARKX	Retirement 2035 Fund— Advisor Class
RRTPX	Retirement 2035 Fund— R Class
TRFJX	Retirement 2035 Fund— I Class
For more insights from T. Rowe Price investment professionals, go to <a href="http://troweprice.com">troweprice.com</a> .	

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### T. ROWE PRICE RETIREMENT 2035 FUND

Unaudited

#### FINANCIAL HIGHLIGHTS

For a share outstanding throughout each period

##### Investor Class

	6 Months Ended 11/30/25	Year Ended 5/31/25	5/31/24	5/31/23	5/31/22	5/31/21
<b>NET ASSET VALUE</b>						
Beginning of period	\$ 21.93	\$ 20.62	\$ 18.08	\$ 19.84	\$ 23.37	\$ 17.87
Investment activities						
Net investment income <sup>(1)(2)</sup>	0.07	0.37	0.32	0.28	0.21	0.15
Net realized and unrealized gain/ loss	2.33	1.44	3.12	(0.39)	(2.16)	6.37
Total from investment activities	2.40	1.81	3.44	(0.11)	(1.95)	6.52
Distributions						
Net investment income	—	(0.37)	(0.32)	(0.26)	(0.20)	(0.20)
Net realized gain	—	(0.13)	(0.58)	(1.39)	(1.38)	(0.82)
Total distributions	—	(0.50)	(0.90)	(1.65)	(1.58)	(1.02)
<b>NET ASSET VALUE</b>						
End of period	\$ 24.33	\$ 21.93	\$ 20.62	\$ 18.08	\$ 19.84	\$ 23.37



## FINANCIAL HIGHLIGHTS

For a share outstanding throughout each period

## Investor Class

	6 Months Ended 11/30/25	Year Ended 5/31/25	5/31/24	5/31/23	5/31/22	5/31/21
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## Ratios/Supplemental Data

<b>Total return<sup>(2)(3)(4)</sup></b>	<b>10.94%</b>	<b>8.85%</b>	<b>19.43%</b>	<b>(0.12)%</b>	<b>(9.15)%</b>	<b>37.15%</b>
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Ratios to average net assets:<sup>(2)</sup>

Gross expenses before payments by Price	0.58% <sup>(5)</sup>	0.59%	0.59%	0.59%	0.60%	0.67%
Associates <sup>(4)</sup>						
Net expenses after payments by Price	0.58% <sup>(5)</sup>	0.59%	0.59%	0.59%	0.60%	0.67%
Associates <sup>(4)</sup>						
Net investment income <sup>(4)</sup>	0.61% <sup>(5)</sup>	1.74%	1.64%	1.55%	0.92%	0.74%

Portfolio turnover rate <sup>(4)</sup>	7.1%	15.2%	27.3%	24.8%	30.9%	24.0%
Net assets, end of period (in millions)	\$8,199	\$7,936	\$8,185	\$8,910	\$9,688	\$12,006

**FINANCIAL HIGHLIGHTS**

For a share outstanding throughout each period

- (1) Per share amounts calculated using average shares outstanding method.
- (2) Includes the impact of expense-related arrangements with Price Associates.
- (3) Total return reflects the rate that an investor would have earned on an investment in the fund during each period, assuming reinvestment of all distributions, and payment of no redemption or account fees, if applicable. Total return is not annualized for periods less than one year. The fund's total return may be higher or lower than the investment results of the individual underlying Price Funds.
- (4) Reflects the activity of the fund, and does not include the activity of the underlying Price Funds. However, investment performance of the fund is directly related to the investment performance of the underlying Price Funds in which it invests.
- (5) Annualized

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

FINANCIAL HIGHLIGHTS		For a share outstanding throughout each period				
Advisor Class	6 Months Ended 11/30/25	Year Ended 5/31/25	5/31/24	5/31/23	5/31/22	5/31/21
<b>NET ASSET VALUE</b>						
Beginning of period \$ 21.72 \$ 20.44 \$ 17.94 \$ 19.69 \$ 23.20 \$ 17.77						
Investment activities						
Net investment income <sup>(1)(2)</sup>	0.04	0.32	0.26	0.24	0.16	0.10
Net realized and unrealized gain/loss	2.32	1.42	3.10	(0.39)	(2.15)	6.32
Total from investment activities	2.36	1.74	3.36	(0.15)	(1.99)	6.42
Distributions						
Net investment income	—	(0.33)	(0.28)	(0.21)	(0.14)	(0.17)
Net realized gain	—	(0.13)	(0.58)	(1.39)	(1.38)	(0.82)
Total distributions	—	(0.46)	(0.86)	(1.60)	(1.52)	(0.99)
<b>NET ASSET VALUE</b>						
End of period	\$ 24.08	\$ 21.72	\$ 20.44	\$ 17.94	\$ 19.69	\$ 23.20

## FINANCIAL HIGHLIGHTS

For a share outstanding throughout each period

## Advisor Class

	6 Months Ended 11/30/25	Year Ended 5/31/25	5/31/24	5/31/23	5/31/22	5/31/21
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## Ratios/Supplemental Data

<b>Total return<sup>(2)(3)(4)</sup></b>	<b>10.87%</b>	<b>8.56%</b>	<b>19.08%</b>	<b>(0.35)%</b>	<b>(9.35)%</b>	<b>36.76%</b>
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Ratios to average net assets:<sup>(2)</sup>

Gross expenses before payments by Price Associates <sup>(4)</sup>	0.83% <sup>(5)</sup>	0.84%	0.84%	0.84%	0.84%	0.92%
Net expenses after payments by Price Associates <sup>(4)</sup>	0.83% <sup>(5)</sup>	0.84%	0.84%	0.84%	0.84%	0.92%
Net investment income <sup>(4)</sup>	0.36% <sup>(5)</sup>	1.49%	1.35%	1.31%	0.70%	0.48%

Portfolio turnover rate <sup>(4)</sup>	7.1%	15.2%	27.3%	24.8%	30.9%	24.0%
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Net assets, end of

period (in millions)

\$1,039      \$984      \$981      \$871      \$998      \$1,250

**FINANCIAL HIGHLIGHTS**

For a share outstanding throughout each period

(1) Per share amounts calculated using average shares outstanding method.  
(2) Includes the impact of expense-related arrangements with Price Associates.  
(3) Total return reflects the rate that an investor would have earned on an investment in the fund during each period, assuming reinvestment of all distributions, and payment of no redemption or account fees, if applicable. Total return is not annualized for periods less than one year. The fund's total return may be higher or lower than the investment results of the individual underlying Price Funds.  
(4) Reflects the activity of the fund, and does not include the activity of the underlying Price Funds. However, investment performance of the fund is directly related to the investment performance of the underlying Price Funds in which it invests.  
(5) Annualized

FINANCIAL HIGHLIGHTS		For a share outstanding throughout each period				
R Class	6 Months Ended 11/30/25	Year Ended 5/31/25	5/31/24	5/31/23	5/31/22	5/31/21
<b>NET ASSET VALUE</b>						
Beginning of period \$ 21.31 \$ 20.06 \$ 17.63 \$ 19.38 \$ 22.87 \$ 17.55						
Investment activities						
Net investment income <sup>(1)(2)</sup>	0.01	0.26	0.21	0.19	0.10	0.05
Net realized and unrealized gain/loss	2.27	1.40	3.04	(0.38)	(2.12)	6.23
Total from investment activities	2.28	1.66	3.25	(0.19)	(2.02)	6.28
Distributions						
Net investment income	—	(0.28)	(0.24)	(0.17)	(0.09)	(0.14)
Net realized gain	—	(0.13)	(0.58)	(1.39)	(1.38)	(0.82)
Total distributions	—	(0.41)	(0.82)	(1.56)	(1.47)	(0.96)
<b>NET ASSET VALUE</b>						
End of period	\$ 23.59	\$ 21.31	\$ 20.06	\$ 17.63	\$ 19.38	\$ 22.87

## FINANCIAL HIGHLIGHTS

For a share outstanding throughout each period

## R Class

	6 Months Ended 11/30/25	Year Ended 5/31/25	5/31/24	5/31/23	5/31/22	5/31/21
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## Ratios/Supplemental Data

<b>Total return<sup>(2)(3)(4)</sup></b>	<b>10.70%</b>	<b>8.31%</b>	<b>18.76%</b>	<b>(0.60)%</b>	<b>(9.61)%</b>	<b>36.40%</b>
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Ratios to average net assets:<sup>(2)</sup>

Gross expenses before payments by Price	1.08% <sup>(5)</sup>	1.09%	1.09%	1.09%	1.10%	1.17%
Associates <sup>(4)</sup>						
Net expenses after payments by Price	1.08% <sup>(5)</sup>	1.09%	1.09%	1.09%	1.10%	1.17%
Associates <sup>(4)</sup>						
Net investment income <sup>(4)</sup>	0.11% <sup>(5)</sup>	1.23%	1.11%	1.06%	0.44%	0.23%

Portfolio turnover rate <sup>(4)</sup>	7.1%	15.2%	27.3%	24.8%	30.9%	24.0%
Net assets, end of period (in millions)	\$1,059	\$1,020	\$1,021	\$924	\$972	\$1,179

**FINANCIAL HIGHLIGHTS**

For a share outstanding throughout each period

- (1) Per share amounts calculated using average shares outstanding method.
- (2) Includes the impact of expense-related arrangements with Price Associates.
- (3) Total return reflects the rate that an investor would have earned on an investment in the fund during each period, assuming reinvestment of all distributions, and payment of no redemption or account fees, if applicable. Total return is not annualized for periods less than one year. The fund's total return may be higher or lower than the investment results of the individual underlying Price Funds.
- (4) Reflects the activity of the fund, and does not include the activity of the underlying Price Funds. However, investment performance of the fund is directly related to the investment performance of the underlying Price Funds in which it invests.
- (5) Annualized

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

## FINANCIAL HIGHLIGHTS

For a share outstanding throughout each period

## I Class

	6 Months Ended 11/30/25	Year Ended 5/31/25	11/13/23 <sup>(1)</sup> Through 5/31/24
<b>NET ASSET VALUE</b>			
Beginning of period	\$ 21.92	\$ 20.63	\$ 18.54
Investment activities			
Net investment income <sup>(2)(3)</sup>	0.09	0.41	0.08
Net realized and unrealized gain/loss	2.34	1.44	2.92
Total from investment activities	2.43	1.85	3.00
Distributions			
Net investment income	—	(0.43)	(0.33)
Net realized gain	—	(0.13)	(0.58)
Total distributions	—	(0.56)	(0.91)
<b>NET ASSET VALUE</b>			
End of period	<b>\$ 24.35</b>	<b>\$ 21.92</b>	<b>\$ 20.63</b>

## Ratios/Supplemental Data

<b>Total return<sup>(3)(4)(5)</sup></b>	<b>11.09%</b>	<b>9.03%</b>	<b>16.54%</b>
Ratios to average net assets: <sup>(3)</sup>			
Gross expenses before payments by Price Associates <sup>(5)</sup>	0.41% <sup>(6)</sup>	0.42%	0.42% <sup>(6)</sup>
Net expenses after payments by Price Associates <sup>(5)</sup>	0.41% <sup>(6)</sup>	0.42%	0.42% <sup>(6)</sup>
Net investment income <sup>(5)</sup>	0.78% <sup>(6)</sup>	1.91%	0.68% <sup>(6)</sup>
Portfolio turnover rate <sup>(5)</sup>	7.1%	15.2%	27.3%
Net assets, end of period (in millions)	\$13,834	\$12,836	\$11,978

**FINANCIAL HIGHLIGHTS**For a share outstanding throughout each period

(1) Inception date  
(2) Per share amounts calculated using average shares outstanding method.  
(3) Includes the impact of expense-related arrangements with Price Associates.  
(4) Total return reflects the rate that an investor would have earned on an investment in the fund during each period, assuming reinvestment of all distributions, and payment of no redemption or account fees, if applicable. Total return is not annualized for periods less than one year. The fund's total return may be higher or lower than the investment results of the individual underlying Price Funds.  
(5) 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.  
(6) Annualized

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

## T. ROWE PRICE RETIREMENT 2035 FUND

November 30, 2025 Unaudited

PORTFOLIO OF INVESTMENTS <sup>(1)</sup>	\$ Value 5/31/25	\$ Purchase Cost	\$ Sales Cost	Shares/Par	\$ Value 11/30/25
(Cost and value in \$000s)					
<b>BOND FUNDS 20.4%</b>					
<b>T. Rowe Price Funds:</b>					
New Income Fund	1,870,945	262,466	69,581	261,403,274	2,112,138
International Bond Fund (USD Hedged)	757,418	47,236	21,395	91,510,475	785,160
U.S. Treasury Long-Term Index Fund	668,982	26,528	50,543	93,495,300	686,256
Dynamic Global Bond Fund	431,977	37,204	12,961	58,476,830	442,085
Emerging Markets Bond Fund	310,550	21,412	20,194	34,197,898	336,507
High Yield Fund	283,112	34,547	17,603	50,662,562	303,469
Limited Duration Inflation Focused Bond Fund	106,869	71,544	7,385	35,857,282	167,454
Floating Rate Fund	86,341	5,579	5,719	9,333,951	86,152
<b>Total Bond Funds (Cost \$5,309,910)</b>					<b>4,919,221</b>
<b>EQUITY FUNDS 77.7%</b>					
<b>T. Rowe Price Funds:</b>					
Value Fund	2,814,035	42,356	118,075	58,388,035	2,936,918
Growth Stock Fund	2,694,923	15,508	161,941	23,147,373	2,913,097
Equity Index 500 Fund	1,857,471	23,927	110,636	10,742,990	1,938,143
U.S. Large-Cap Core Fund	1,919,799	3,575	217,469	39,936,308	1,881,000
International Value Equity Fund	1,612,874	4,726	95,849	72,160,350	1,701,541
Overseas Stock Fund	1,478,105	3,984	101,787	93,882,539	1,522,775
Real Assets Fund	1,171,555	17,233	154,345	68,839,722	1,230,854
International Stock Fund	1,242,575	6,780	75,290	53,552,137	1,226,344
Mid-Cap Value Fund	603,845	1,137	44,814	18,212,449	620,498
Mid-Cap Growth Fund	641,675	304	97,124	5,580,912	588,731
Emerging Markets Discovery Stock Fund	545,034	1,869	88,828	31,140,694	569,875
Emerging Markets Stock Fund	461,618	3,202	28,709	12,289,516	532,873
Small-Cap Value Fund	372,351	303	28,658	6,887,931	400,051
Small-Cap Stock Fund	324,538	145	20,020	5,535,301	342,967
New Horizons Fund (2)	252,430	26,501	17,210	4,976,235	301,261
Hedged Equity Fund	—	41,110	784	3,011,038	42,094
<b>Total Equity Funds (Cost \$11,423,798)</b>					<b>18,749,022</b>
<b>OTHER MUTUAL FUNDS 0.0%</b>					
<b>T. Rowe Price Funds:</b>					
Transition Fund	3,335	225,452	226,019	27,951	2,732
<b>Total Other Mutual Funds (Cost \$2,733)</b>					<b>2,732</b>

	\$ Value 5/31/25	\$ Purchase Cost	\$ Sales Cost	Shares/Par	\$ Value 11/30/25
(Cost and value in \$000s)					
<b>SHORT-TERM INVESTMENTS 1.9%</b>					
<b>Money Market Funds 1.7%</b>					
T. Rowe Price U.S. Treasury					
Money Fund, 4.05% (3)	244,583	753,178	591,548	406,213,066	406,213
<b>U.S. Treasury Obligations 0.2%</b>					
U.S. Treasury Bills, 3.766%					
2/19/26 (4)		35,000,000		34,712	
U.S. Treasury Bills, 3.972%, 12/4/25					
	30,000,000		29,990		
<b>Total Short-Term Investments (Cost \$470,913)</b>			<b>470,915</b>		
<b>Total Investments in Securities</b>					
<b>100.0% of Net Assets (Cost \$17,207,354)</b>			<b>\$ 24,141,890</b>		

- (1) Each underlying Price Fund is an affiliated company; the fund is invested in the Z Class of each underlying Price Fund, except for the Transition Fund, if held, which is a single class fund. Additional information about each underlying Price Fund is available by calling 1-877-495-1138 and at [www.troweprice.com](http://www.troweprice.com).
- (2) Non-income producing
- (3) Seven-day yield
- (4) At November 30, 2025, all or a portion of this security is pledged as collateral and/or margin deposit to cover future funding obligations.

**FUTURES CONTRACTS**

(\$000s)

	Expiration Date	Notional Amount	Value and Unrealized Gain (Loss)
Short, 868 MSCI EAFE Index contracts	12/25	(122,340)	\$ (1,161)
Short, 445 Russell 2000 E-Mini Index contracts	12/25	(55,739)	(1,363)
Short, 314 S&P 500 E-Mini Index contracts	12/25	(107,694)	(2,841)
<b>Net payments (receipts) of variation margin to date</b>			<b>4,228</b>
<b>Variation margin receivable (payable) on open futures contracts</b>		\$	<b>(1,137)</b>

**AFFILIATED COMPANIES**

(\$000s)

The fund may invest in certain securities that are considered affiliated companies. As defined by the 1940 Act, an affiliated company is one in which the fund owns 5% or more of the outstanding voting securities, or a company that is under common ownership or control. The following securities were considered affiliated companies for all or some portion of the six months ended November 30, 2025. Net realized gain (loss), investment income, and change in net unrealized gain/loss reflect all activity for the period then ended.

Affiliate	Change in Net		
	Net Realized Gain (Loss)	Unrealized Gain/Loss	Investment Income
<b>T. Rowe Price Funds:</b>			
Dynamic Global Bond Fund	\$ 286	\$ (14,135)	\$ 12,530
Emerging Markets Bond Fund	(1,140)	24,739	10,967
Emerging Markets Discovery Stock Fund	12,212	111,800	—
Emerging Markets Stock Fund	1,131	96,762	—
Equity Index 500 Fund	111,752	167,381	11,735
Floating Rate Fund	(45)	(49)	3,353
Growth Stock Fund	97,136	364,607	—
Hedged Equity Fund	22	1,768	—
High Yield Fund	(168)	3,413	10,517
International Bond Fund (USD Hedged)	791	1,901	15,717
International Stock Fund	14,806	52,279	—
International Value Equity Fund	40,104	179,790	—
Limited Duration Inflation Focused Bond Fund	96	(3,574)	6,373
Mid-Cap Growth Fund	2,522	43,876	—
Mid-Cap Value Fund	2,180	60,330	—
New Horizons Fund	(1,759)	39,540	—
New Income Fund	(1,358)	48,308	49,448
Overseas Stock Fund	30,368	142,473	—
Real Assets Fund	26,455	196,411	—
Small-Cap Stock Fund	3,531	38,304	—
Small-Cap Value Fund	1,284	56,055	—
Transition Fund	(121)	(36)	354
U.S. Large-Cap Core Fund	52,315	175,095	—
U.S. Treasury Long-Term Index Fund	(11,070)	41,289	14,141
Value Fund	28,875	198,602	—
U.S. Treasury Money Fund, 4.05%	—	—	5,127
<b>Totals</b>	<b>\$ 410,205#</b>	<b>\$ 2,026,929</b>	<b>\$ 140,262+</b>

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- # Capital gain distributions from underlying Price funds represented \$98 of the net realized gain (loss).
- + Investment income comprised \$140,262 of income distributions from underlying Price Funds.

**STATEMENT OF ASSETS AND LIABILITIES**

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

**Assets**

Investments in securities, at value (cost \$17,207,354)	\$ 24,141,890
Receivable for shares sold	13,998
Receivable for investment securities sold	10,632
Total assets	24,166,520

**Liabilities**

Payable for shares redeemed	24,599
Investment management and administrative fees payable	9,471
Variation margin payable on futures contracts	1,137
Other liabilities	672
Total liabilities	35,879

**NET ASSETS**

\$ 24,130,641

**Net Assets Consist of:**

Total distributable earnings (loss)	\$ 7,651,109
Paid-in capital applicable to 993,045,363 shares of \$0.0001 par value capital stock outstanding; 30,000,000,000 shares of the Corporation authorized	16,479,532

**NET ASSETS**

\$ 24,130,641

**NET ASSET VALUE PER SHARE****Investor Class**

(Net assets: \$8,199,102; Shares outstanding: 336,959,046)	\$ 24.33
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**Advisor Class**

(Net assets: \$1,039,012; Shares outstanding: 43,149,972)	\$ 24.08
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**R Class**

(Net assets: \$1,058,565; Shares outstanding: 44,864,966)	\$ 23.59
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**I Class**

(Net assets: \$13,833,962; Shares outstanding: 568,071,379)	\$ 24.35
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The accompanying notes are an integral part of these financial statements.

## STATEMENT OF OPERATIONS

(\$000s)

	6 Months Ended 11/30/25
<b>Investment Income (Loss)</b>	
Income	
Income distributions from underlying Price Funds	\$ 140,262
Interest	850
Total income	141,112
Expenses	
Investment management and administrative expense	57,191
Rule 12b-1 fees	
Advisor Class	\$ 1,284
R Class	2,600
Total expenses	3,884
Net investment income	61,075
	80,037
<b>Realized and Unrealized Gain / Loss</b>	
Net realized gain (loss)	
Sales of underlying Price Funds	410,107
Futures	(71,113)
Capital gain distributions from underlying Price Funds	98
Net realized gain	339,092
Change in net unrealized gain / loss	
Underlying Price Funds	2,026,929
Securities	(1)
Futures	8,106
Change in net unrealized gain / loss	2,035,034
Net realized and unrealized gain / loss	2,374,126
<b>INCREASE IN NET ASSETS FROM OPERATIONS</b>	<b>\$ 2,454,163</b>

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

## STATEMENT OF CHANGES IN NET ASSETS

(\$000s)

	6 Months Ended 11/30/25	Year Ended 5/31/25
<b>Increase (Decrease) in Net Assets</b>		
Operations		
Net investment income	\$ 80,037	\$ 406,035
Net realized gain	339,092	1,017,702
Change in net unrealized gain / loss	2,035,034	500,421
Increase in net assets from operations	2,454,163	1,924,158
Distributions to shareholders		
Net earnings		
Investor Class	—	(184,978)
Advisor Class	—	(20,893)
R Class	—	(19,528)
I Class	—	(317,428)
Decrease in net assets from distributions	—	(542,827)
Capital share transactions*		
Shares sold		
Investor Class	518,037	1,154,042
Advisor Class	70,256	160,839
R Class	64,809	107,005
I Class	1,076,467	2,146,384
Distributions reinvested		
Investor Class	—	182,522
Advisor Class	—	20,622
R Class	—	19,528
I Class	—	313,663
Shares redeemed		
Investor Class	(1,103,211)	(2,087,900)
Advisor Class	(120,161)	(239,478)
R Class	(132,054)	(190,076)
I Class	(1,474,600)	(2,357,807)
Decrease in net assets from capital share transactions	(1,100,457)	(770,656)

## STATEMENT OF CHANGES IN NET ASSETS

(\$000s)

	6 Months Ended 11/30/25	Year Ended 5/31/25
<b>Net Assets</b>		
Increase during period	1,353,706	610,675
Beginning of period	22,776,935	22,166,260
<b>End of period</b>	<b>\$ 24,130,641</b>	<b>\$ 22,776,935</b>
*Share information (000s)		
Shares sold		
Investor Class	22,255	53,840
Advisor Class	3,041	7,573
R Class	2,869	5,133
I Class	46,256	100,210
Distributions reinvested		
Investor Class	—	8,634
Advisor Class	—	983
R Class	—	948
I Class	—	14,851
Shares redeemed		
Investor Class	(47,257)	(97,543)
Advisor Class	(5,200)	(11,260)
R Class	(5,871)	(9,124)
I Class	(63,661)	(110,132)
Decrease in shares outstanding	(47,568)	(35,887)

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

**NOTES TO FINANCIAL STATEMENTS**

T. Rowe Price Retirement Funds, Inc. (the corporation) is registered under the Investment Company Act of 1940 (the 1940 Act). T. Rowe Price Retirement 2035 Fund (the fund) is a diversified, open-end management investment company and is one of the portfolios established by the corporation. The fund invests in a portfolio of other T. Rowe Price stock and bond funds (underlying Price Funds) that represent various asset classes and sectors. The fund's allocation among underlying Price Funds will change, and its asset mix will become more conservative over time. The fund seeks the highest total return over time consistent with an emphasis on both capital growth and income.

The fund has four classes of shares: the Retirement 2035 Fund (Investor Class), Retirement 2035 Fund–Advisor Class (Advisor Class), Retirement 2035 Fund–R Class (R Class) and Retirement 2035 Fund–I Class (I Class). Advisor Class shares are sold only through various brokers and other financial intermediaries, and R Class shares are available through financial intermediaries for employer-sponsored defined contribution retirement plans and certain other retirement accounts. The Advisor Class and R Class each operate under separate Board-approved Rule 12b-1 plans, pursuant to which each class compensates financial intermediaries for distribution, shareholder servicing, and/or certain administrative services; the Investor and I Classes do not pay Rule 12b-1 fees. I Class shares require a \$500,000 initial investment minimum, although the minimum generally is waived or reduced for financial intermediaries, eligible retirement plans, and certain other accounts. Each class has exclusive voting rights on matters related solely to that class; separate voting rights on matters that relate to all classes; and, in all other respects, the same rights and obligations as the other classes.

**NOTE 1 - SIGNIFICANT ACCOUNTING POLICIES**

**Basis of Preparation** The fund is an investment company and follows accounting and reporting guidance in the Financial Accounting Standards Board *Accounting Standards Codification* Topic 946 (ASC 946). The accompanying financial statements were prepared in accordance with accounting principles generally accepted in the United States of America (GAAP), including, but not limited to, ASC 946. GAAP requires the use of estimates made by management. Management believes that estimates and valuations of the underlying Price

Funds are appropriate; however, actual results may differ from those estimates, and the valuations reflected in the accompanying financial statements may differ from the value ultimately realized upon sale of the underlying Price Funds.

**Investment Transactions, Investment Income, and Distributions** Investment transactions are accounted for on the trade date basis. Income and expenses are recorded on the accrual basis. Realized gains and losses are reported on the identified cost basis. Premiums and discounts on debt securities are amortized for financial reporting purposes. Dividends received from underlying Price Fund investments are reflected as income; capital gain distributions are reflected as realized gain/loss. Income and capital gain distributions from the underlying Price Funds are recorded on the ex-dividend date. Distributions to shareholders are recorded on the ex-dividend date. Income distributions, if any, are declared and paid by each class annually. A capital gain distribution, if any, may also be declared and paid by the fund annually.

**Class Accounting** Investment management and administrative expenses incurred by each class are charged directly to the class to which they relate. Expenses common to all classes, investment income, and realized and unrealized gains and losses are allocated to the classes based upon the relative daily net assets of each class. The Advisor Class and R Class each pay Rule 12b-1 fees in an amount not exceeding 0.25% and 0.50%, respectively, of the class's average daily net assets.

**In-Kind Redemptions** In accordance with guidelines described in the fund's prospectus, the fund may distribute shares of the underlying Price Funds rather than cash as payment for a redemption of fund shares (in-kind redemption). For financial reporting purposes, the fund recognizes a gain on in-kind redemptions to the extent the value of the distributed shares of the underlying Price Funds on the date of redemption exceeds the cost of those shares. Gains and losses realized on in-kind redemptions are not recognized for tax purposes and are reclassified from undistributed realized gain (loss) to paid-in capital. During the six months ended November 30, 2025, the fund realized \$169,139,000 of net gain on \$450,032,000 of in-kind redemptions.

**Capital Transactions** Each investor's interest in the net assets of the fund is represented by fund shares. The fund's net asset value (NAV) per share is computed at the close of the New York Stock Exchange (NYSE), normally 4 p.m. Eastern time, each day the NYSE is open for business. However, the NAV per share may be calculated at a time other than the normal close of the NYSE if trading on the NYSE is restricted, if the NYSE closes earlier, or as

may be permitted by the SEC. Purchases and redemptions of fund shares are transacted at the next-computed NAV per share, after receipt of the transaction order by T. Rowe Price Associates, Inc., or its agents.

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

#### NOTE 2 - VALUATION

The fund's financial instruments are valued at the close of the NYSE and are reported at fair value, which GAAP defines as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Investments in the underlying Price Funds are valued at their closing NAV per share on the day of valuation. Debt securities are generally traded in the over-the-counter (OTC) market and are valued at prices furnished by independent pricing services or by broker dealers who make markets in such securities. When valuing securities, the independent pricing services consider the yield or price of bonds of comparable quality, coupon, maturity, and type, as well as prices quoted by dealers who make markets in such securities. Futures contracts are valued at closing settlement prices. Assets and liabilities other than financial instruments, including short-term receivables and payables, are carried at cost, or estimated realizable value, if less, which approximates fair value.

The fund's Board of Directors (the Board) has designated T. Rowe Price Associates, Inc. as the fund's valuation designee (Valuation Designee). Subject to oversight by the Board, the Valuation Designee performs the following functions in performing fair value determinations: assesses and manages valuation risks; establishes and applies fair value methodologies; tests methodologies; and evaluates pricing vendors and pricing agents. The duties and responsibilities of the Valuation Designee are performed by its Valuation Committee. The Valuation Designee provides periodic reporting to the Board on valuation matters.

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

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

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

Level 3 – unobservable inputs (including the Valuation Designee's assumptions in determining fair value)

Observable inputs are developed using market data, such as publicly available information about actual events or transactions, and reflect the assumptions that market participants would use to price the financial instrument. Unobservable inputs are those for which market data are not available and are developed using the best information available about the assumptions that market participants would use to price the financial instrument. GAAP requires valuation techniques to maximize the use of relevant observable inputs and minimize the use of unobservable inputs. When multiple inputs are used to derive fair value, the financial instrument is assigned to the level within the fair value hierarchy based on the lowest-level input that is significant to the fair value of the financial instrument. Input levels are not necessarily an indication of the risk or liquidity associated with financial instruments at that level but rather the degree of judgment used in determining those values. The following table summarizes the fund's financial instruments, based on the inputs used to determine their fair values on November 30, 2025 (for further detail by category, please refer to the accompanying Portfolio of Investments):

(\$000s)	Level 1	Level 2	Level 3	Total Value
<b>Assets</b>				
Bond Funds	\$ 4,919,221	\$ —	\$ —	\$ 4,919,221
Equity Funds	18,749,022	—	—	18,749,022
Other Mutual Funds	2,732	—	—	2,732
Short-Term Investments	406,213	64,702	—	470,915
<b>Total</b>	<b>\$ 24,077,188</b>	<b>\$ 64,702</b>	<b>\$ —</b>	<b>\$ 24,141,890</b>
<b>Liabilities</b>				
Futures Contracts*	\$ 5,365	\$ —	\$ —	\$ 5,365

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

#### NOTE 3 - DERIVATIVE INSTRUMENTS

The fund may use derivatives in an effort to manage cash flows efficiently, remain fully invested, or facilitate asset allocation and rebalancing. As defined by GAAP, a derivative is a financial instrument whose value is derived from an underlying security price, foreign exchange rate, interest rate, index of prices or rates, or other variable; it requires little or no initial investment and permits or requires net settlement or delivery of cash or other assets. The fund invests in derivatives only if the expected risks and rewards are consistent with its investment objectives, policies, and overall risk profile, as described in its prospectus and Statement of Additional Information. The risks associated with the use of derivatives are different from, and potentially much greater than, the risks associated with investing directly in the instruments on which the derivatives are based.

The fund values its derivatives at fair value and recognizes changes in fair value currently in its results of operations. Accordingly, the fund does not follow hedge accounting, even for derivatives employed as economic hedges. Generally, the fund accounts for its derivatives on a gross basis. It does not offset the fair value of derivative liabilities against the fair value of derivative assets on its financial statements, nor does it offset the fair value of derivative

instruments against the right to reclaim or obligation to return collateral. The following table summarizes the fair value of the fund's futures contracts held as of November 30, 2025, and the related location on the accompanying Statement of Assets and Liabilities, presented by primary underlying risk exposure:

(\$000s)	Location on Statement of Assets and Liabilities	Fair Value*
<b>Liabilities</b>		
Equity derivatives	Futures	\$ 5,365
Total		\$ 5,365

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

Additionally, the amount of gains and losses on derivative instruments recognized in fund earnings during the six months ended November 30, 2025, and the related location on the accompanying Statement of Operations, is summarized in the following table by primary underlying risk exposure:

(\$000s)	Location of Gain (Loss) on Statement of Operations	Futures
<b>Realized Gain (Loss)</b>		
Equity derivatives		\$ (71,113)
Total		\$ (71,113)
<b>Change in Unrealized Gain (Loss)</b>		
Equity derivatives		\$ 8,106
Total		\$ 8,106

**Counterparty Risk and Collateral** The fund invests in exchange-traded and/or centrally cleared derivative contracts, such as futures and centrally cleared swaps. Counterparty risk on such derivatives is minimal because the clearinghouse provides protection against counterparty defaults. For futures and centrally cleared swaps, the fund is required to deposit collateral in an amount

specified by the clearinghouse and the clearing firm (margin requirement) and the margin requirement must be maintained over the life of the contract. Each clearinghouse and clearing firm, in its sole discretion, may adjust the margin requirements applicable to the fund.

Collateral may be in the form of cash or debt securities issued by the U.S. government or related agencies. Cash posted by the fund is reflected as cash deposits in the accompanying financial statements and generally is restricted from withdrawal by the fund; securities posted by the fund are so noted in the accompanying Portfolio of Investments; both remain in the fund's assets. While typically not sold in the same manner as equity or fixed income securities, exchange-traded derivatives may be closed out only on the exchange or clearinghouse where the contracts were cleared. This ability is subject to the liquidity of underlying positions. As of November 30, 2025, securities valued at \$13,388,000 had been posted by the fund for exchange-traded and/or centrally cleared derivatives.

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

losses in excess of the fund's initial investment. During the six months ended November 30, 2025, the volume of the fund's activity in futures, based on underlying notional amounts, was generally between 1% and 3% of net assets.

**NOTE 4 - INVESTMENTS IN UNDERLYING PRICE FUNDS**

Purchases and sales of the underlying Price Funds other than in-kind transactions, if any, aggregated \$1,677,806,000 and \$2,344,562,000, respectively for the six months ended November 30, 2025.

**NOTE 5 - FEDERAL INCOME TAXES**

Generally, no provision for federal income taxes is required since the fund intends to continue to qualify as a regulated investment company under Subchapter M of the Internal Revenue Code and distribute to shareholders all of its taxable income and gains. Distributions determined in accordance with federal income tax regulations may differ in amount or character from net investment income and realized gains for financial reporting purposes. Financial reporting records are adjusted for permanent book/tax differences to reflect tax character but are not adjusted for temporary differences. The amount and character of tax-basis distributions and composition of net assets are finalized at fiscal year-end; accordingly, tax-basis balances have not been determined as of the date of this report.

At November 30, 2025, the cost of investments (including derivatives, if any) for federal income tax purposes was \$17,449,621,000. Net unrealized gain aggregated \$6,686,904,000 at period-end, of which \$7,329,330,000 related to appreciated investments and \$642,426,000 related to depreciated investments.

**NOTE 6 - RELATED PARTY TRANSACTIONS**

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

The fund operates in accordance with an amended investment management agreement (amended management agreement), between the corporation, on behalf of the fund, and Price Associates. Under the amended management agreement, the fund pays an annual all-inclusive fee that is based on a predetermined fee schedule that ranges from 0.64% to 0.49% for the Investor Class, Advisor Class, and R Class and 0.46% to 0.34% for the I Class, generally declining as the fund reduces its overall stock exposure along its investment glide path. The annual all-inclusive fee covers investment management services and all of the fund's operating expenses except for interest expense; expenses related to borrowings, taxes, and brokerage; nonrecurring, extraordinary expenses; acquired fund fees and expenses; and any 12b-1 fees applicable to a class. Differences in the annual all-inclusive fees between certain classes relate to differences in expected shareholder servicing expenses. At November 30, 2025, the effective annual all-inclusive fee rate was 0.58% for the Investor Class, Advisor Class, and R Class and 0.41% for the I Class.

In addition, the fund has entered into service agreements with Price Associates and two wholly owned subsidiaries of Price Associates, each an affiliate of the fund (collectively, Price). Price Associates provides certain accounting and administrative services to the fund. T. Rowe Price Services, Inc. provides shareholder and administrative services in its capacity as the fund's transfer and dividend-disbursing agent. T. Rowe Price Retirement Plan Services, Inc. provides subaccounting and recordkeeping services for certain retirement accounts invested in the fund. Pursuant to the annual all-inclusive fee arrangement under the investment management and administrative agreement, expenses incurred by the fund pursuant to these service agreements are paid by Price Associates.

T. Rowe Price Investment Services, Inc. (Investment Services) serves as distributor to the fund. Pursuant to an underwriting agreement, no compensation for any distribution services provided is paid to Investment Services by the fund (except for 12b-1 fees under a Board-approved Rule 12b-1 plan).

The fund may invest in the T. Rowe Price Transition Fund (Transition Fund) to facilitate the fund's transition between the various underlying Price Funds as the fund rebalances its allocation to the underlying Price Funds. There is no specific neutral allocation to the Transition Fund. In addition, the fund may also maintain a small position in the Transition Fund when it is not actively involved in a transition.

The fund does not invest in the underlying Price Funds for the purpose of exercising management or control; however, investments by the fund may represent a significant portion of an underlying Price Fund's net assets. At November 30, 2025, the fund held less than 25% of the outstanding shares of any underlying Price Fund.

#### **NOTE 7 - SEGMENT REPORTING**

Operating segments are defined as components of a company that engage in business activities and for which discrete financial information is available and regularly reviewed by the chief operating decision maker (CODM) in deciding how to allocate resources and assess performance. The Management Committee of Price Associates acts as the fund's CODM. The fund makes investments in accordance with its investment objective as outlined in the Prospectus and is considered one reportable segment because the CODM allocates resources and assesses the operating results of the fund on the whole.

The fund's revenue is derived from investments in a portfolio of securities. The CODM allocates resources and assesses performance based on the operating results of the fund, which is consistent with the results presented in the statement of operations, statement of changes in net assets and financial highlights. The CODM compares the fund's performance to its benchmark index and evaluates the positioning of the fund in relation to its investment objective. The measure of segment assets is net assets of the fund which is disclosed in the statement of assets and liabilities.

The accounting policies of the segment are the same as those described in the summary of significant accounting policies. The financial statements include all details of the segment assets, segment revenue and expenses; and reflect the financial results of the segment.

#### **NOTE 8 - OTHER MATTERS**

Unpredictable environmental, political, social and economic events, including but not limited to, environmental or natural disasters, war and conflict, terrorism, geopolitical and regulatory developments (including trading and tariff arrangements), and public health epidemics or threats, may significantly affect the economy and the markets and issuers in which a fund invests. The extent and duration of such events and resulting market disruptions cannot be

predicted. These and other similar events may cause instability across global markets, including reduced liquidity and disruptions in trading markets, while some events may affect certain geographic regions, countries, sectors, and industries more significantly than others, and exacerbate other pre-existing political, social, and economic risks. The fund's performance could be negatively impacted if the value of a portfolio holding were harmed by these or such events.

# T.RowePrice

1307 Point Street  
Baltimore, Maryland 21231

*Call 1-800-638-5660 to request a prospectus or summary prospectus; each includes investment objectives, risks, fees, expenses, and other information that you should read and consider carefully before investing.*



**Item 8. Changes in and Disagreements with Accountants for Open-End Management Investment Companies.**

Not applicable.

**Item 9. Proxy Disclosures for Open-End Management Investment Companies.**

Not applicable.

**Item 10. Remuneration Paid to Directors, Officers, and Others of Open-End Management Investment Companies.**

Remuneration paid to Directors is included in Item 7 of this Form N-CSR.

**Item 11. Statement Regarding Basis for Approval of Investment Advisory Contract.**

If applicable, see Item 7.

**Item 12. Disclosure of Proxy Voting Policies and Procedures for Closed-End Management Investment Companies.**

Not applicable.

**Item 13. Portfolio Managers of Closed-End Management Investment Companies.**

Not applicable.

**Item 14. Purchases of Equity Securities by Closed-End Management Investment Company and Affiliated Purchasers.**

Not applicable.

**Item 15. Submission of Matters to a Vote of Security Holders.**

There has been no change to the procedures by which shareholders may recommend nominees to the registrant's board of directors.

**Item 16. Controls and Procedures.**

(a) The registrant's principal executive officer and principal financial officer have evaluated the registrant's disclosure controls and procedures within 90 days of this filing and have concluded that the registrant's disclosure controls and procedures were effective, as of that date, in ensuring that information required to be disclosed by the registrant in this Form N-CSR was recorded, processed, summarized, and reported timely.

(b) The registrant's principal executive officer and principal financial officer are aware of no change in the registrant's internal control over financial reporting that occurred during the period covered by this report that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

**Item 17. Disclosure of Securities Lending Activities for Closed-End Management Investment Companies.**

Not applicable.

**Item 18. Recovery of Erroneously Awarded Compensation.**

Not applicable.

**Item 19. Exhibits.**

(a)(1) The registrant's code of ethics pursuant to Item 2 of Form N-CSR is filed with the registrant's annual Form N-CSR.

(2) Listing standards relating to recovery of erroneously awarded compensation: Not applicable.

(3) [Separate certifications by the registrant's principal executive officer and principal financial officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 and required by Rule 30a-2\(a\) under the Investment Company Act of 1940, are attached.](#)

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- (b) [A certification by the registrant's principal executive officer and principal financial officer, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and required by Rule 30a-2\(b\) under the Investment Company Act of 1940, is attached.](#)

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**SIGNATURES**

Subject to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the investment

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

T. Rowe Price Retirement Funds, Inc.

By /s/ David Oestreicher

David Oestreicher

Principal Executive Officer

Date January 16, 2026

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By /s/ David Oestreicher

David Oestreicher

Principal Executive Officer

Date January 16, 2026

By /s/ Alan S. Dupski

Alan S. Dupski

Principal Financial Officer

Date January 16, 2026

**CERTIFICATIONS**

I, David Oestreicher, certify that:

1. I have reviewed this report on Form N-CSR of T. Rowe Price Retirement 2035 Fund;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations, changes in net assets, and cash flows (if the financial statements are required to include a statement of cash flows) of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in rule 30a-3(c) under the Investment Company Act of 1940) and internal control over financial reporting (as defined in Rule 30a-3(d) under the Investment Company Act of 1940) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of a date within 90 days prior to the filing date of this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the period covered by this report that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize, and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: January 16, 2026

/s/ David Oestreicher  
David Oestreicher  
Principal Executive Officer

**CERTIFICATIONS**

I, Alan S. Dupski, certify that:

1. I have reviewed this report on Form N-CSR of T. Rowe Price Retirement 2035 Fund;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations, changes in net assets, and cash flows (if the financial statements are required to include a statement of cash flows) of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in rule 30a-3(c) under the Investment Company Act of 1940) and internal control over financial reporting (as defined in Rule 30a-3(d) under the Investment Company Act of 1940) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of a date within 90 days prior to the filing date of this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the period covered by this report that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize, and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: January 16, 2026

/s/ Alan S. Dupski  
Alan S. Dupski  
Principal Financial Officer

**Item 19. (b)**

**CERTIFICATION UNDER SECTION 906 OF SARBANES-OXLEY ACT OF 2002**

Name of Issuer: T. Rowe Price Retirement 2035 Fund

In connection with the Report on Form N-CSR for the above named Issuer, the undersigned hereby certifies, to the best of his knowledge, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934;
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Issuer.

Date: January 16, 2026

/s/ David Oestreicher  
David Oestreicher  
Principal Executive Officer

Date: January 16, 2026

/s/ Alan S. Dupski  
Alan S. Dupski  
Principal Financial Officer