

December 31, 2010

*Annual Report*

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**T. Rowe Price  
Institutional  
Large-Cap  
Growth Fund**

## T. Rowe Price Institutional Large-Cap Growth Fund

### Highlights

- U.S. equities rose in 2010, capping a second consecutive year of strong gains.
- Fund performance was largely driven by stock selection and weightings in information technology and, to a lesser degree, the consumer discretionary sectors. Financials were the major drag on results.
- We are emphasizing companies that are likely to benefit from a recovery in the global economy and growth in emerging markets, while deemphasizing those facing greater regulatory scrutiny and uncertainty from increased government intervention.
- Low interest rates, benign inflation, and reasonable stock valuations bode well for U.S. equities in 2011. We are finding opportunities in technology, consumer discretionary, industrials and business services, and select financial services stocks.

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The views and opinions in this report were current as of December 31, 2010. They are not guarantees of performance or investment results and should not be taken as investment advice. Investment decisions reflect a variety of factors, and the managers reserve the right to change their views about individual stocks, sectors, and the markets at any time. As a result, the views expressed should not be relied upon as a forecast of the fund's future investment intent. The report is certified under the Sarbanes-Oxley Act, which requires mutual funds and other public companies to affirm that, to the best of their knowledge, the information in their financial reports is fairly and accurately stated in all material respects.

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## Manager's Letter

T. Rowe Price Institutional Large-Cap Growth Fund

### Dear Investor

Against a backdrop of healthy earnings, fortified balance sheets, and low borrowing costs for corporations, U.S. equities rose strongly in 2010, capping a second consecutive year of gains. Stocks produced robust returns through late April, extending the rally that started in March 2009, but fell sharply through early July due in part to a European debt crisis and a sluggish U.S. economic recovery. Equities rebounded in late August as the economy showed signs of improvement and the market anticipated additional monetary stimulus in the form of a second round of quantitative easing. The rally was sustained by late-year bipartisan legislation to extend the Bush-era tax cuts that were set to expire at the end of 2010, and major indexes rose in late December to their highest levels of the year.

#### Performance Comparison

Periods Ended 12/31/10	Total Return	
	6 Months	12 Months
Institutional Large-Cap Growth Fund	27.98%	16.29%
Russell 1000 Growth Index	26.37	16.71
Lipper Large-Cap Growth Funds Index	26.07	15.13

The Institutional Large-Cap Growth Fund returned 27.98% during the past six months compared with 26.37% for the benchmark Russell 1000 Growth Index. During the full year, the returns were 16.29% and 16.71%, respectively. The results for the Lipper Large-Cap Growth Funds Index, which measures the performance of similarly managed funds, are also shown in the Performance Comparison table. Fund performance throughout the year was largely driven by stock selection and weightings in information technology and, to a lesser degree, the consumer discretionary sectors. Financials proved to be the major drag on results.

### Market Environment

In the large-cap universe, all sectors produced positive returns in 2010, with growth stocks outpacing value shares across all market capitalizations. The consumer discretionary and industrials and business services sectors performed best as investors perceived that companies in these sectors could benefit significantly from a building economic recovery. Materials and energy stocks

also outperformed, lifted by rising commodity prices. Gold reached \$1,400 per ounce, oil surpassed \$90 per barrel, and gasoline averaged \$3.00 per gallon nationwide by the end of the year. Telecommunication services, consumer staples, financials, and information technology shares produced moderate gains but lagged the broad market. Health care and utilities—two sectors that tend to have low sensitivity to the state of the economy—were flat, as equity investors favored riskier investments.

Volatility ruled the markets with stocks peaking in the spring before suffering through a steep sell-off as antibusiness legislation affecting the financial and health care sectors soured investor sentiment. Anxiety over sovereign debt crises in Europe, Chinese monetary tightening to rein in mounting inflation, and the Deepwater Horizon explosion in the Gulf of Mexico heightened the tension. As these concerns receded, stock prices found a bottom in late summer and investors rediscovered their appetites for risk. Federal Reserve Chairman Ben Bernanke laid the foundation for a rebound by signaling a new round of quantitative easing, triggering a robust rally in September, which is historically a weak month for equities. Corporate earnings came in stronger than expected, and the November elections resulted in major gains for the Republicans in the House and Senate, forcing President Obama to compromise on extending the Bush-era tax cuts for another two years. Late in the year, investors began to flee the bond and money markets and pour money into stocks, generating impressive equity returns.

While 2010 was a strong year for corporate profits, the average American struggled with the fallout of the financial crisis. Housing prices stagnated while unemployment hovered near double digits. Underlining ongoing concerns about high unemployment and the tepid housing market, the Federal Open Market Committee (FOMC) announced that it would maintain its expansive monetary policy. The FOMC said, "the economic recovery is continuing, though at a rate that has been insufficient to bring down unemployment." At the same time, inflation remains subdued, with consumer prices rising only 0.1% in November, below expectations.

More recently, there have been signs that consumers are beginning to feel a bit more optimistic about their job prospects and the direction of the economy. The government estimated that the U.S. economy grew at an annualized rate of 2.6% in the third quarter, slightly faster than was previously reported, and forecasters have been raising their growth projections for the final quarter of the year.

## Strategy Review

Our investment philosophy, which favors select companies offering sustainable earnings and cash flow growth, drives your portfolio's long-term results. This strategy looks for businesses that dominate a lucrative niche, often giving them the ability to preserve earnings momentum even during times of slow economic growth. To identify these firms, we scrutinize qualitative and quantitative criteria at both the industry and the company level. Once we've selected a suitable investment candidate, we look for opportunities to establish or increase positions at prices we believe will generate compelling returns.

Periods of rapid technological change create unusual investment opportunities and risks. Large existing profit pools are challenged while new ones are quickly created. We believe we are in the throes of one of those periods. Shares of Borders trade for \$1 while the third-generation Kindle e-book reader has become the best-selling product ever on **Amazon.com** in a short five months. Blockbuster flails in bankruptcy while Netflix's subscriber base has grown 60% to 20 million, as users embrace streaming video. One hundred and twenty million people use **Apple's** iOS-based products (i.e., iPhone/iPad/iPod touch) to access the Internet on the go, while 300,000 people per day activate a new Android device. It is our goal to anticipate the impact of these changes and position the fund to benefit accordingly. (Please refer to the fund's portfolio of investments for a complete list of holdings and the amount each represents in the portfolio.)

## Investment Review

### Portfolio Characteristics

As of 12/31/10	Institutional Large-Cap Growth Fund	Russell 1000 Growth Index
Earnings Growth Rate (annualized)		
Past 5 Years	8.0%	8.0%
Projected 5 Years*	16.7	12.8
Return on Equity (annualized)		
Past 5 Years	20.6	24.1
Long-Term Debt as Percent of Capital	13.0	24.8
P/E Ratio (12-month forward projected earnings)*	18.0X	15.1X

\*Source for data: IBES. Statistics are based on the companies in the fund's portfolio and are not a projection of future fund performance.

Our stock selection and overweight position in the information technology (IT) sector served as the biggest boost to fund performance relative to the Russell 1000 Growth Index. The sector occupies the major presence in the portfolio at 32% of net assets, with **Apple** and **Google** among our top holdings. Apple made a strong contribution to fund results along with communications equipment company **Juniper Networks**, Internet software and services firms **Baidu** and **Akamai Technologies**, and semiconductor stalwart **Broadcom**.

It is worth addressing our holdings in shares of Apple, since it is our only holding that exceeds 6% of the portfolio. While we are conscious of the challenge of growing a company with a market cap in excess of \$300 billion (although we note that given Apple's substantial net cash position, the company's enterprise value is meaningfully lower), we continue to believe Apple is well positioned. Apple's ability to innovate is demonstrated by the fact that a majority of its 2011 profits will be generated by the iPhone and the iPad—products that were introduced in 2007 and 2010, respectively. We continue to believe that Wall Street has underestimated the company's growth, although the magnitude of the difference between what we expect and what the market is anticipating is narrowing. For that reason, we will consider managing the position size on further strength.

The consumer discretionary sector, the best-performing area in the Russell index, represented our largest overweighting vis-à-vis the Russell benchmark. Accordingly, our weighting here plus favorable stock selection within the group contributed significantly to the fund's relative performance. We maintained our overweighting throughout the year, since we found many unique opportunities in the sector that should benefit as the economic recovery begins to pick up steam. Among our major positions were Internet retail giant **Amazon.com**; hotel, restaurant, and leisure companies **Starbucks** and **Marriott**; and specialty retailer **O'Reilly Automotive**—all of which delivered substantial double-digit annual returns.

We increased our exposure to the industrials and business services sector, which contributed positively thanks to good results from air freight and logistics bellwether **Expeditors International of Washington** and electrical equipment manufacturer **Rockwell Automation**. We purchased additional names from the sector as it began to recover, including **UPS** and **3M**.

Our financial holdings weighed on fund performance throughout the year. We were overweight in the group, which delivered a lackluster return as a result of myriad new government regulations affecting the financials sector, lack of loan growth, and pressure on net interest margin. Our primary detractors included major banks and diversified financial services firms **JPMorgan Chase** and **Wells Fargo** and capital markets companies **Goldman Sachs** and **Franklin Resources**. Shares of Goldman fell sharply after the SEC filed fraud charges against the company. We eliminated our position partially due to regulatory uncertainties. Franklin Resources announced that quarterly profits more than tripled during the period on strong cash flows into its global bond funds, but anxiety over recent bond fund outflows has taken a toll on its shares. Nevertheless, we maintain a sizable portion of the portfolio in financials. We believe improving credit quality, a recovery in loan demand, and finalization of regulatory reform will provide greater clarity on the earnings power of JPMorgan and Wells Fargo, while Franklin Resources has a diversified fund lineup that should attract investors in most environments.

### Sector Diversification

	Percent of Net Assets	
	6/30/10	12/31/10
Information Technology	31.6%	31.6%
Consumer Discretionary	17.4	19.6
Industrials and Business Services	12.6	14.0
Energy	7.9	9.3
Health Care	9.0	8.5
Financials	11.4	6.9
Materials	2.8	3.9
Consumer Staples	3.4	2.4
Telecommunication Services	3.4	2.3
Utilities	0.0	0.0
Other and Reserves	0.5	1.5
Total	100.0%	100.0%

Historical weightings reflect current industry/sector classifications.

## Outlook

We believe we have entered a period of modest economic growth that should pick up momentum in the months ahead. Consumer and small business confidence is returning, inflation remains broadly contained, and the employment landscape is starting to look healthier. Global growth should continue, with emerging economies advancing more briskly than developed areas. Relatively low interest rates, combined with benign inflation and reasonable stock valuations, bode well for U.S. equities as 2011 unfolds. We also are encouraged that despite two years of strong returns, individual investors have not yet embraced stocks. We believe they will.

We have positioned the portfolio with a couple of themes in mind. We are emphasizing companies that are likely to benefit from growth in emerging markets, while de-emphasizing those facing greater regulatory scrutiny and uncertainty from increased government intervention. We are optimistic about the potential for acceleration in the convergence of communications and computing, growth in global travel and leisure as the recovery strengthens, and the beginning of a robust industrial and manufacturing cycle.

Risk remains in the marketplace, and we monitor it continuously. While the market is focused on risks—including the eventual removal of monetary and fiscal stimulus, a still-sluggish housing market, ongoing consumer deleveraging, high unemployment, excessive government intervention in various industries, and the prospect of accelerating inflation as the economy strengthens—many of these risks have been emphasized and may recede as 2011 progresses. We will become more concerned about the longer-term outlook if stocks continue to require a weaker dollar to advance.

We have confidence in our investment thesis and the themes we have been following. Our goal is to identify top-quality companies that we believe can prosper during the next phase of the economic cycle. Though improving, the economic environment is likely to remain difficult for many companies, which could provide opportunities for firms that exited the global recession as even more dominant industry leaders. Many stocks are trading at attractive levels, even when conservative

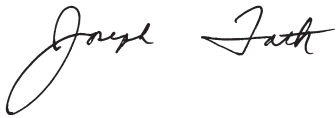
economic growth is assumed. The market is likely to be roiled by volatility and the path forward will not be smooth, but solid fundamentals should provide compelling investment opportunities through this period of recovery.

We appreciate your ongoing support.

Respectfully submitted,



Robert W. Sharps  
*Chairman of the portfolio's Investment Advisory Committee*



Joseph B. Fath  
*Associate portfolio manager*

January 19, 2011

*The committee chairman has day-to-day responsibility for managing the portfolio and works with the associate portfolio manager and other committee members in developing and executing the fund's investment program.*

### Risks of Stock Investing

The portfolio's share price can fall because of weakness in the stock markets, a particular industry, or specific holdings. Stock markets can decline for many reasons, including adverse political or economic developments, changes in investor psychology, or heavy institutional selling. The prospects for an industry or company may deteriorate because of a variety of factors, including disappointing earnings or changes in the competitive environment. In addition, the investment manager's assessment of companies held in a portfolio may prove incorrect, resulting in losses or poor performance even in rising markets.

### Glossary

**Earnings growth rate (current fiscal year):** Measures the annualized percent change in earnings per share from the prior fiscal year to the current fiscal year.

**Free cash flow:** The excess cash a company is generating from its operations that can be taken out of the business for the benefit of shareholders, such as dividends, share repurchases, investments, and acquisitions.

**Lipper indexes:** Fund benchmarks that consist of a small number (10 to 30) of the largest mutual funds in a particular category as tracked by Lipper Inc.

**Price-to-earnings (P/E) ratio—12 months forward:** A valuation measure calculated by dividing the price of a stock by the analysts' forecast of the next 12 months' expected earnings. The ratio is a measure of how much investors are willing to pay for the company's future earnings. The higher this P/E ratio, the more investors are paying for a company's earnings growth in the next 12 months.

**Projected earnings growth rate:** A company's expected earnings per share growth rate for a given time period based on the forecast from the Institutional Brokers' Estimate System, which is commonly referred to as IBES.

### Glossary (continued)

**Return on equity (ROE)—current fiscal year:** A valuation measure calculated by dividing the company's current fiscal year net income by shareholders' equity (i.e., the company's book value). ROE measures how much a company earns on each dollar that common stock investors have put into the company. It indicates how effectively and efficiently a company and its management are using stockholder investments.

**Russell 1000 Growth Index:** An unmanaged index that measures the performance of those Russell 1000 companies with higher price-to-book values and higher forecast growth values.

## Portfolio Highlights

### Twenty-Five Largest Holdings

	Percent of Net Assets 12/31/10
Apple	6.2%
Google	5.4
Amazon.com	4.1
Qualcomm	3.3
Schlumberger	3.2
Danaher	3.2
Juniper Networks	2.7
JPMorgan Chase	2.4
Praxair	2.3
McKesson	2.3
EOG Resources	2.2
Marriott	2.1
Franklin Resources	2.1
Applied Materials	2.1
Starbucks	1.9
Expeditors International of Washington	1.8
Express Scripts	1.8
Accenture	1.8
Precision Castparts	1.7
Carnival	1.7
Wells Fargo	1.7
Emerson Electric	1.7
Celgene	1.6
Suncor Energy	1.6
UPS	1.5
<b>Total</b>	<b>62.4%</b>

Note: The information shown does not reflect any exchange-traded funds (ETFs), cash reserves, or collateral for securities lending that may be held in the portfolio.

### Major Portfolio Changes

Listed in descending order of size.  
Six Months Ended 12/31/10

#### LARGEST PURCHASES

priceline.com*
Union Pacific*
Applied Materials
SanDisk*
eBay*
Apple
Google
Qualcomm
Dollar General*
Freeport-McMoRan Copper & Gold*

#### LARGEST SALES

Lowe's**
American Express**
Akamai Technologies**
Wells Fargo
SanDisk**
Allergan**
Expeditors International of Washington
American Tower
Kohl's**
NVIDIA**

\* Position added.

\*\* Position eliminated.

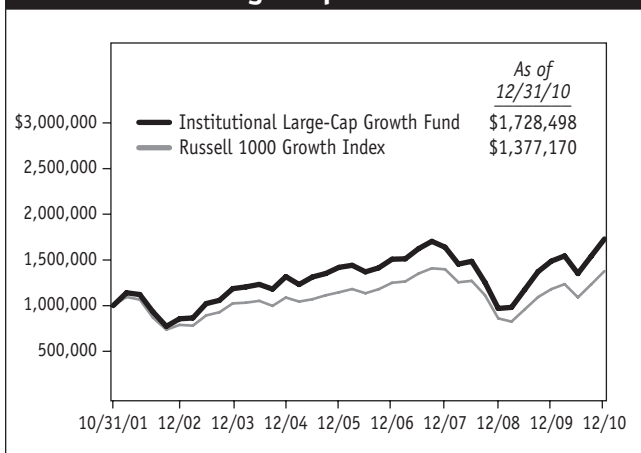
## Performance and Expenses

### T. Rowe Price Institutional Large-Cap Growth Fund

#### Performance Comparison

This table shows the value of a hypothetical \$1 million investment in the fund over the past 10 fiscal year periods or since inception (for funds lacking 10-year records). The result is compared with benchmarks, which may include a broad-based market index and a peer group average or index. Market indexes do not include expenses, which are deducted from fund returns as well as mutual fund averages and indexes.

#### Institutional Large-Cap Growth Fund



#### Average Annual Compound Total Return

Periods Ended 12/31/10	One Year	Five Years	Since Inception 10/31/01
Institutional Large-Cap Growth Fund	16.29%	4.04%	6.15%

*Current performance may be higher or lower than the quoted past performance, which cannot guarantee future results. Share price, principal value, and return will vary, and you may have a gain or loss when you sell your shares. For the most recent month-end performance, please contact a T. Rowe Price representative at 1-800-638-8790.*

This table shows how the fund would have performed each year if its actual (or cumulative) returns for the periods shown had been earned at a constant rate. Average annual total return figures include changes in principal value, reinvested dividends, and capital gain distributions. Returns do not reflect taxes that the shareholder may pay on distributions or the redemption of shares. When assessing performance, investors should consider both short- and long-term returns.

#### Fund Expense Example

As a mutual fund shareholder, you may incur two types of costs: (1) transaction costs, such as redemption fees or sales loads, and (2) ongoing costs, including management fees, distribution and service (12b-1) fees, and other fund expenses. The following example is intended to help you understand your ongoing costs (in dollars) of investing in the fund and to compare these costs with the ongoing costs of investing in other mutual funds. The example is based on an investment of \$1,000 invested at the beginning of the most recent six-month period and held for the entire period.

##### Actual Expenses

The first line of the following table ("Actual") provides information about actual account values and actual expenses. You may use the information in this line, together with your account balance, to estimate the expenses that you paid over the period. Simply divide your account value by \$1,000 (for example, an \$8,600 account value divided by \$1,000 = 8.6), then multiply the result by the number on the first line under the heading "Expenses Paid During Period" to estimate the expenses you paid on your account during this period.

##### Hypothetical Example for Comparison Purposes

The information on the second line of the table ("Hypothetical") is based on hypothetical account values and expenses derived from the fund's actual expense ratio and an assumed 5% per year rate of return before expenses (not the fund's actual return). You may compare the ongoing costs of investing in the fund with other funds by contrasting this 5% hypothetical example and the 5% hypothetical examples that appear in the shareholder reports of the other funds. The hypothetical account values and expenses may not be used to estimate the actual ending account balance or expenses you paid for the period.

You should also be aware that the expenses shown in the table highlight only your ongoing costs and do not reflect any transaction costs, such as redemption fees or sales loads. Therefore, the second line of the table is useful in comparing ongoing costs only and will not help you determine the relative total costs of owning different funds. To the extent a fund charges transaction costs, however, the total cost of owning that fund is higher.

### Fund Expense Example (continued)

#### Institutional Large-Cap Growth Fund

	Beginning Account Value 7/1/10	Ending Account Value 12/31/10	Expenses Paid During Period* 7/1/10 to 12/31/10
Actual	\$1,000.00	\$1,279.80	\$3.28
Hypothetical (assumes 5% return before expenses)	1,000.00	1,022.33	2.91

\*Expenses are equal to the fund's annualized expense ratio for the 6-month period (0.57%), multiplied by the average account value over the period, multiplied by the number of days in the most recent fiscal half year (184) divided by the days in the year (365) to reflect the half-year period.

#### Expense Ratio

Institutional Large-Cap Growth Fund 0.57%

The expense ratio shown is as of the fund's fiscal year ended 12/31/09. This number may vary from the expense ratio shown elsewhere in this report because it is based on a different time period and, if applicable, does not include fee or expense waivers.

## Financial Highlights

T. Rowe Price Institutional Large-Cap Growth Fund

For a share outstanding throughout each period

	Year Ended				
	12/31/10 <sup>‡</sup>	12/31/09 <sup>‡</sup>	12/31/08 <sup>‡</sup>	12/31/07 <sup>‡</sup>	12/31/06 <sup>‡</sup>
<b>NET ASSET VALUE</b>					
Beginning of period	\$ 14.12	\$ 9.22	\$ 15.64	\$ 14.64	\$ 13.83
Investment activities					
Net investment income	0.03	0.03 <sup>(2)</sup>	0.03 <sup>(2)</sup>	0.07 <sup>(2)</sup>	0.06 <sup>(2)</sup>
Net realized and unrealized gain (loss)	2.27	4.89	(6.42)	1.20	0.81
Total from investment activities	2.30	4.92	(6.39)	1.27	0.87
Distributions					
Net investment income	(0.04)	(0.02)	(0.03)	(0.06)	(0.04)
Net realized gain	—	—	—	(0.21)	(0.02)
Total distributions	(0.04)	(0.02)	(0.03)	(0.27)	(0.06)
<b>NET ASSET VALUE</b>					
<b>End of period</b>	<b>\$ 16.38</b>	<b>\$ 14.12</b>	<b>\$ 9.22</b>	<b>\$ 15.64</b>	<b>\$ 14.64</b>

### Ratios/Supplemental Data

<b>Total return<sup>(1)</sup></b>	<b>16.29%</b>	<b>53.40%<sup>(2)</sup></b>	<b>(40.86)%<sup>(2)</sup></b>	<b>8.69%<sup>(2)</sup></b>	<b>6.29%<sup>(2)</sup></b>
Ratio of total expenses to average net assets	0.57%	0.57% <sup>(2)</sup>	0.58% <sup>(2)</sup>	0.58% <sup>(2)</sup>	0.58% <sup>(2)</sup>
Ratio of net investment income to average net assets	0.21%	0.27% <sup>(2)</sup>	0.21% <sup>(2)</sup>	0.43% <sup>(2)</sup>	0.45% <sup>(2)</sup>
Portfolio turnover rate	60.1%	60.9%	65.5%	61.2%	51.5%
Net assets, end of period (in thousands)	\$2,559,764	\$1,679,638	\$ 960,234	\$1,444,860	\$ 554,357

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

- (1) 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. Total return is not annualized for periods less than one year.
- (2) Excludes expenses in excess of a 0.58% contractual expense limitation in effect through 4/30/11.

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

## Portfolio of Investments†

T. Rowe Price Institutional Large-Cap Growth Fund  
December 31, 2010

	Shares	Value
(Cost and value in \$000s)		
<b>COMMON STOCKS 98.3%</b>		
<b>Consumer Discretionary 19.4%</b>		
<b>Automobiles 0.7%</b>		
General Motors (1)	445,000	16,403
		16,403
<b>Hotels, Restaurants &amp; Leisure 8.4%</b>		
Carnival (2)	957,900	44,169
Chipotle Mexican Grill (1)(2)	45,000	9,570
Ctrip.com International ADR (1)(2)	329,500	13,328
Las Vegas Sands (1)	495,800	22,782
Marriott, Class A (2)	1,277,097	53,051
Starbucks	1,489,400	47,854
Starwood Hotels & Resorts Worldwide (2)	415,700	25,266
		216,020
<b>Internet &amp; Catalog Retail 6.5%</b>		
Amazon.com (1)	589,300	106,074
Liberty Media Interactive Class A (1)	1,721,300	27,145
priceline.com (1)	83,200	33,243
		166,462
<b>Media 1.3%</b>		
Walt Disney (2)	875,000	32,821
		32,821
<b>Multiline Retail 0.7%</b>		
Dollar General (1)(2)	579,200	17,764
		17,764
<b>Specialty Retail 1.8%</b>		
Bed Bath & Beyond (1)	470,500	23,125
O'Reilly Automotive (1)	390,900	23,618
		46,743
Total Consumer Discretionary		<b>496,213</b>

	Shares	Value
(Cost and value in \$000s)		
<b>Consumer Staples 2.4%</b>		
<b>Beverages 1.5%</b>		
PepsiCo	574,600	37,539
		37,539
<b>Household Products 0.9%</b>		
Procter & Gamble	367,500	23,641
		23,641
Total Consumer Staples		<b>61,180</b>
<b>Energy 9.3%</b>		
<b>Energy Equipment &amp; Services 3.3%</b>		
Schlumberger	991,600	82,799
		82,799
<b>Oil, Gas &amp; Consumable Fuels 6.0%</b>		
EOG Resources	613,700	56,098
Peabody Energy	486,700	31,139
Range Resources (2)	594,200	26,727
Suncor Energy	1,057,400	40,488
		154,452
Total Energy		<b>237,251</b>
<b>Financials 6.9%</b>		
<b>Capital Markets 2.1%</b>		
Franklin Resources	476,248	52,963
		52,963
<b>Commercial Banks 1.7%</b>		
Wells Fargo	1,404,700	43,532
		43,532
<b>Diversified Financial Services 3.1%</b>		
Intercontinental-Exchange (1)	151,600	18,063
JPMorgan Chase	1,467,200	62,239
		80,302
Total Financials		<b>176,797</b>

T. Rowe Price Institutional Large-Cap Growth Fund

	Shares	Value
(Cost and value in \$000s)		
<b>Health Care 8.5%</b>		
<b>Biotechnology 2.4%</b>		
Celgene (1)	686,070	40,574
Human Genome Sciences (1)(2)	486,600	11,625
Vertex Pharmaceuticals (1)	252,000	8,828
		61,027
<b>Health Care Equipment &amp; Supplies 1.6%</b>		
Edwards Lifesciences (1)(2)	163,500	13,217
Stryker	503,000	27,011
		40,228
<b>Health Care Providers &amp; Services 4.1%</b>		
Express Scripts (1)	863,300	46,661
McKesson	828,700	58,324
		104,985
<b>Life Sciences Tools &amp; Services 0.4%</b>		
Illumina (1)(2)	175,194	11,097
		11,097
Total Health Care		<b>217,337</b>
<b>Industrials &amp; Business Services 14.0%</b>		
<b>Aerospace &amp; Defense 1.7%</b>		
Precision Castparts	320,500	44,617
		44,617
<b>Air Freight &amp; Logistics 3.4%</b>		
Expeditors International of Washington	865,200	47,240
UPS, Class B (2)	538,800	39,106
		86,346
<b>Electrical Equipment 2.4%</b>		
Emerson Electric	759,000	43,392
Rockwell Automation	239,100	17,146
		60,538
<b>Industrial Conglomerates 1.3%</b>		
3M	384,400	33,174
		33,174

	Shares	Value
(Cost and value in \$000s)		
<b>Machinery 3.2%</b>		
Danaher	1,740,210	82,086
		82,086
<b>Road &amp; Rail 1.0%</b>		
Union Pacific	283,200	26,241
		26,241
<b>Trading Companies &amp; Distributors 1.0%</b>		
Fastenal (2)	439,800	26,348
		26,348
Total Industrials & Business Services		<b>359,350</b>
<b>Information Technology 31.6%</b>		
<b>Communications Equipment 5.9%</b>		
Juniper Networks (1)	1,853,100	68,417
Qualcomm	1,691,300	83,702
		152,119
<b>Computers &amp; Peripherals 7.6%</b>		
Apple (1)	493,860	159,299
EMC (1)	1,481,600	33,929
		193,228
<b>Electronic Equipment, Instruments &amp; Components 1.2%</b>		
Corning	1,647,700	31,833
		31,833
<b>Internet Software &amp; Services 7.0%</b>		
Baidu, ADR (1)	245,600	23,708
eBay (1)	655,400	18,240
Google, Class A (1)	231,922	137,754
		179,702
<b>IT Services 4.2%</b>		
Accenture, Class A	956,400	46,376
MasterCard, Class A	152,500	34,177
Visa, Class A	371,400	26,139
		106,692
<b>Semiconductor &amp; Semiconductor Equipment 5.3%</b>		
Applied Materials	3,758,000	52,800
ASML Holding, ADR	351,800	13,488

T. Rowe Price Institutional Large-Cap Growth Fund

	Shares	Value
(Cost and value in \$000s)		
Broadcom, Class A	555,700	24,201
Cree (1)(2)	243,900	16,071
Marvell Technology Group (1)	1,583,200	29,368
		135,928
<b>Software 0.4%</b>		
Rovi (1)(2)	166,900	10,349
		10,349
Total Information Technology		<b>809,851</b>
<b>Materials 3.9%</b>		
<b>Chemicals 3.0%</b>		
Mosaic	203,500	15,539
Praxair (2)	629,400	60,089
		75,628
<b>Metals &amp; Mining 0.9%</b>		
Freeport-McMoRan Copper & Gold	191,500	22,997
		22,997
Total Materials		<b>98,625</b>
<b>Telecommunication Services 2.3%</b>		
<b>Wireless Telecommunication Services 2.3%</b>		
American Tower Class A (1)	474,297	24,493
Crown Castle International (1)(2)	814,378	35,694
Total Telecommunication Services		<b>60,187</b>
<b>Total Common Stocks (Cost \$1,917,127)</b>		<b>2,516,791</b>

	Shares	Value
(Cost and value in \$000s)		
<b>CONVERTIBLE PREFERRED STOCKS 0.2%</b>		
<b>Consumer Discretionary 0.2%</b>		
<b>Internet &amp; Catalog Retail 0.2%</b>		
Groupon, Acquisition Date: 12/17/10, Acquisition Cost \$5,448 (1)(3)	172,446	5,448
Total Consumer Discretionary		<b>5,448</b>
<b>Total Convertible Preferred Stocks (Cost \$5,448)</b>		<b>5,448</b>
<b>SHORT-TERM INVESTMENTS 1.0%</b>		
<b>Money Market Funds 1.0%</b>		
T. Rowe Price Reserve Investment Fund, 0.27% (4)(5)	25,035,074	25,035
<b>Total Short-Term Investments (Cost \$25,035)</b>		<b>25,035</b>
<b>SECURITIES LENDING COLLATERAL 2.5%</b>		
<b>Investments in a Pooled Account through Securities Lending Program with State Street Bank and Trust Company 2.5%</b>		
<b>Money Market Funds 2.5%</b>		
T. Rowe Price Reserve Investment Fund, 0.27% (4)(5)	64,119,898	64,120
Total Investments through Securities Lending Program with State Street Bank and Trust Company		<b>64,120</b>
<b>Total Securities Lending Collateral (Cost \$64,120)</b>		<b>64,120</b>

T. Rowe Price Institutional Large-Cap Growth Fund

**Value**

(Cost and value in \$000s)

**Total Investments in Securities**

102.0% of Net Assets (Cost \$2,011,730) **\$ 2,611,394**

‡ Denominated in U.S. dollars unless otherwise noted.

(1) Non-income producing

(2) All or a portion of this security is on loan at December 31, 2010 -- total value of such securities at period-end amounts to \$62,381. See Note 3.

(3) Security cannot be offered for public resale without first being registered under the Securities Act of 1933 and related rules ("restricted security"). Acquisition date represents the day on which an enforceable right to acquire such security is obtained and is presented along with related cost in the security description. The fund has registration rights for certain restricted securities. Any costs related to such registration are borne by the issuer. The aggregate value of restricted securities (excluding 144A holdings) at period-end amounts to \$5,448 and represents 0.2% of net assets.

(4) Seven-day yield

(5) Affiliated Companies

ADR American Depositary Receipts

**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 which is under common ownership or control. Based on the fund's relative ownership, the following securities were considered affiliated companies for all or some portion of the year ended December 31, 2010. Purchase and sales cost and investment income reflect all activity for the period then ended.

Affiliate	Purchase Cost	Sales Cost	Investment Income	Value 12/31/10	Value 12/31/09
T. Rowe Price Reserve Investment Fund, 0.27%	□	□	\$ 50 <sup>^</sup>	\$ 89,155	\$ 64,756
Totals			\$ 50	\$ 89,155	\$ 64,756

□ Purchase and sale information not shown for cash management funds.

<sup>^</sup>Excludes earnings on securities lending collateral investments, which are subject to rebates and fees as described in Note 3.

Amounts reflected on the accompanying financial statements include the following amounts related to affiliated companies:

Investment in securities, at cost	<u>\$89,155</u>
Dividend income	50
Interest income	—
Investment income	<u>\$ 50</u>
Realized gain (loss) on securities	<u>\$ —</u>
Capital gain distributions from mutual funds	<u>\$ —</u>

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

## Statement of Assets and Liabilities

T. Rowe Price Institutional Large-Cap Growth Fund

December 31, 2010

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

### Assets

Investments in securities, at value (cost \$2,011,730)	\$ 2,611,394
Receivable for shares sold	10,941
Receivable for investment securities sold	4,185
Dividends receivable	1,296
Other assets	142
Total assets	<u>2,627,958</u>

### Liabilities

Obligation to return securities lending collateral	64,120
Payable for investment securities purchased	2,509
Investment management fees payable	1,137
Payable for shares redeemed	349
Due to affiliates	9
Other liabilities	70
Total liabilities	<u>68,194</u>

### NET ASSETS

\$ 2,559,764

### Net Assets Consist of:

Accumulated undistributed net realized loss	\$ (306,072)
Net unrealized gain	599,664
Paid-in capital applicable to 156,268,028 shares of \$0.0001 par value capital stock outstanding; 1,000,000,000 shares of the Corporation authorized	<u>2,266,172</u>

### NET ASSETS

\$ 2,559,764

### NET ASSET VALUE PER SHARE

\$ 16.38

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

## Statement of Operations

T. Rowe Price Institutional Large-Cap Growth Fund  
(\$000s)

	Year Ended 12/31/10
<b>Investment Income (Loss)</b>	
Income	
Dividend	\$ 15,402
Securities lending	136
Total income	15,538
Expenses	
Investment management	10,932
Shareholder servicing	34
Prospectus and shareholder reports	26
Custody and accounting	171
Registration	86
Legal and audit	23
Directors	13
Miscellaneous	40
Total expenses	11,325
Net investment income	4,213
<b>Realized and Unrealized Gain (Loss)</b>	
Net realized gain (loss)	
Securities	80,857
Foreign currency transactions	12
Net realized gain	80,869
Change in net unrealized gain on securities	263,113
Net realized and unrealized gain	343,982
<b>INCREASE IN NET ASSETS FROM OPERATIONS</b>	<b>\$ 348,195</b>

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

## Statement of Changes in Net Assets

T. Rowe Price Institutional Large-Cap Growth Fund  
(\$000s)

	Year Ended	
	12/31/10	12/31/09
<b>Increase (Decrease) in Net Assets</b>		
Operations		
Net investment income	\$ 4,213	\$ 3,398
Net realized gain (loss)	80,869	(120,057)
Change in net unrealized gain	263,113	663,516
Increase in net assets from operations	348,195	546,857
Distributions to shareholders		
Net investment income	(5,851)	(2,675)
Capital share transactions*		
Shares sold	990,553	501,809
Distributions reinvested	4,414	2,043
Shares redeemed	(457,185)	(328,630)
Increase in net assets from capital share transactions	537,782	175,222
<b>Net Assets</b>		
Increase during period	880,126	719,404
Beginning of period	1,679,638	960,234
<b>End of period</b>	<b>\$ 2,559,764</b>	<b>\$ 1,679,638</b>
Undistributed net investment income	-	723
*Share information		
Shares sold	68,613	44,071
Distributions reinvested	272	149
Shares redeemed	(31,555)	(29,414)
Increase in shares outstanding	37,330	14,806

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

## Notes to Financial Statements

T. Rowe Price Institutional Large-Cap Growth Fund  
December 31, 2010

T. Rowe Price Institutional Equity Funds, Inc. (the corporation), is registered under the Investment Company Act of 1940 (the 1940 Act). The Institutional Large-Cap Growth Fund (the fund), a nondiversified, open-end management investment company, is one portfolio established by the corporation. The fund commenced operations on October 31, 2001. The fund seeks to provide long-term capital appreciation through investments in common stocks of growth companies.

### NOTE 1 - SIGNIFICANT ACCOUNTING POLICIES

**Basis of Preparation** The accompanying financial statements were prepared in accordance with accounting principles generally accepted in the United States of America (GAAP), which require the use of estimates made by fund management. Fund management believes that estimates and valuations 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 or maturity.

**Investment Transactions, Investment Income, and Distributions** Income and expenses are recorded on the accrual basis. Dividends received from mutual fund investments are reflected as dividend income; capital gain distributions are reflected as realized gain/loss. Dividend income and capital gain distributions are recorded on the ex-dividend date. Income tax-related interest and penalties, if incurred, would be recorded as income tax expense. Investment transactions are accounted for on the trade date. Realized gains and losses are reported on the identified cost basis. Distributions to shareholders are recorded on the ex-dividend date. Income distributions are declared and paid annually. Capital gain distributions, if any, are generally declared and paid by the fund annually.

**Rebates and Credits** Subject to best execution, the fund may direct certain security trades to brokers who have agreed to rebate a portion of the related brokerage commission to the fund in cash. Commission rebates are reflected as realized gain on securities in the accompanying financial statements and totaled \$52,000 for the year ended December 31, 2010. Additionally, the fund earns credits on temporarily uninvested cash balances held at the custodian, which reduce the fund's custody charges. Custody expense in the accompanying financial statements is presented before reduction for credits.

**In-Kind Subscriptions** Under certain circumstances, and when considered to be in the best interest of the fund, the fund may accept portfolio securities rather than cash as payment for the purchase of fund shares (in-kind subscription). For financial reporting and tax purposes, the cost basis of contributed securities is equal to the market value of the securities on the date of contribution. In-kind subscriptions result in no gain or loss and no tax consequences for the fund. During the year ended December 31, 2010, the fund accepted \$52,504,000 of in-kind subscriptions, including \$0 from other T. Rowe Price funds.

**New Accounting Pronouncement** On January 1, 2010, the fund adopted new accounting guidance that requires enhanced disclosures about fair value measurements in the financial statements. Adoption of this guidance had no impact on the fund's net assets or results of operations.

### NOTE 2 - VALUATION

The fund's financial instruments are reported at fair value as defined by GAAP. The fund determines the values of its assets and liabilities and computes its net asset value per share at the close of the New York Stock Exchange (NYSE), normally 4 p.m. ET, each day that the NYSE is open for business.

**Valuation Methods** Equity securities listed or regularly traded on a securities exchange or in the over-the-counter (OTC) market are valued at the last quoted sale price or, for certain markets, the official closing price at the time the valuations are made, except for OTC Bulletin Board securities, which are valued at the mean of the latest bid and asked prices. A security that is listed or traded on more than one exchange is valued at the quotation on the exchange determined to be the primary market for such security. Listed securities not traded on a particular day are valued at the mean of the latest bid and asked prices for domestic securities and the last quoted sale price for international securities.

Investments in mutual funds are valued at the mutual fund's closing net asset value per share on the day of valuation.

## T. Rowe Price Institutional Large-Cap Growth Fund

Other investments, including restricted securities, and those financial instruments for which the above valuation procedures are inappropriate or are deemed not to reflect fair value are stated at fair value as determined in good faith by the T. Rowe Price Valuation Committee, established by the fund's Board of Directors.

**Valuation Inputs** Various inputs are used to determine the value of the fund's financial instruments. These inputs are summarized in the three broad levels listed below:

Level 1 – quoted prices in active markets for identical financial instruments

Level 2 – observable inputs other than Level 1 quoted prices (including, but not limited to, quoted prices for similar financial instruments, interest rates, prepayment speeds, and credit risk)

Level 3 – unobservable inputs

Observable inputs are those based on market data obtained from sources independent of the fund, and unobservable inputs reflect the fund's own assumptions based on the best information available. The input levels are not necessarily an indication of the risk or liquidity associated with financial instruments at that level. The following table summarizes the fund's financial instruments, based on the inputs used to determine their values on December 31, 2010:

(\$000s)	Level 1	Level 2	Level 3	Total Value
	Quoted Prices	Significant Observable Inputs	Significant Unobservable Inputs	
Investments in Securities, except:	\$ 2,605,946	\$ –	\$ –	\$ 2,605,946
Convertible Preferred Stocks	–	–	5,448	5,448
<b>Total</b>	<b>\$ 2,605,946</b>	<b>\$ –</b>	<b>\$ 5,448</b>	<b>\$ 2,611,394</b>

Following is a reconciliation of the fund's Level 3 holdings for the year ended December 31, 2010. Gain (loss) reflects both realized and change in unrealized gain (loss) on Level 3 holdings during the period, if any, and is included on the accompanying Statement of Operations. The change in unrealized gain (loss) on Level 3 instruments held at December 31, 2010, totaled \$0 for the year ended December 31, 2010.

(\$000s)	Beginning Balance 1/1/10	Gain (Loss) During Period	Net Purchases and (Sales)	Ending Balance 12/31/10
Investments in Securities				
Convertible Preferred Stock	\$ –	\$ –	\$ 5,448	\$ 5,448

### NOTE 3 - OTHER INVESTMENT TRANSACTIONS

Consistent with its investment objective, the fund engages in the following practices to manage exposure to certain risks and/or to enhance performance. The investment objective, policies, program, and risk factors of the fund are described more fully in the fund's prospectus and Statement of Additional Information.

**Restricted Securities** The fund may invest in securities that are subject to legal or contractual restrictions on resale. Prompt sale of such securities at an acceptable price may be difficult and may involve substantial delays and additional costs.

**Securities Lending** The fund lends its securities to approved brokers to earn additional income. It receives as collateral cash and U.S. government securities valued at 102% to 105% of the value of the securities on loan. Cash collateral is invested by the fund's lending agent(s) in accordance with investment guidelines approved by fund management.

Although risk is mitigated by the collateral, the fund could experience a delay in recovering its securities and a possible loss of income or value if the borrower fails to return the securities or if collateral investments decline in value. Securities lending revenue recognized by the fund consists of earnings on invested collateral and borrowing fees, net of any rebates to the borrower and compensation to the lending agent. In accordance with GAAP, investments made with cash collateral are reflected in the accompanying financial statements, but collateral received in the form of securities are not. On December 31, 2010, the value of loaned securities was \$62,381,000 and cash collateral investments totaled \$64,120,000.

**Other** Purchases and sales of portfolio securities other than short-term securities aggregated \$1,707,600,000 and \$1,174,153,000, respectively, for the year ended December 31, 2010.

#### NOTE 4 - FEDERAL INCOME TAXES

No provision for federal income taxes is required since the fund intends to continue to qualify as a regulated investment company under Subchapter M of the Internal Revenue Code and distribute to shareholders all of its taxable income and gains. Distributions determined in accordance with federal income tax regulations may differ in amount or character from net investment income and realized gains for financial reporting purposes. Financial reporting records are adjusted for permanent book/tax differences to reflect tax character but are not adjusted for temporary differences.

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

Reclassifications to paid-in capital relate primarily to an overdistribution of taxable income not deemed a return of capital for tax purposes. Reclassifications between income and gain relate primarily to the recharacterization of distributions. For the year ended December 31, 2010, the following reclassifications were recorded to reflect tax character; there was no impact on results of operations or net assets:

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(\$000s)	
Undistributed net investment income	\$ 915
Undistributed net realized gain	(12)
Paid-in capital	(903)

Distributions during the years ended December 31, 2010 and December 31, 2009, totaled \$5,851,000 and \$2,675,000, respectively, and were characterized as ordinary income for tax purposes. At December 31, 2010, the tax-basis cost of investments and components of net assets were as follows:

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(\$000s)	
Cost of investments	\$ 2,055,989
Unrealized appreciation	\$ 606,079
Unrealized depreciation	(50,673)
Net unrealized appreciation (depreciation)	555,405
Capital loss carryforwards	(261,813)
Paid-in capital	2,266,172
Net assets	\$ 2,559,764

The difference between book-basis and tax-basis net unrealized appreciation (depreciation) is attributable to the deferral of losses from wash sales for tax purposes. The fund intends to retain realized gains to the extent of available capital loss carryforwards. During the year ended December 31, 2010, the fund utilized \$70,265,000 of capital loss carryforwards. The fund's unused capital loss carryforwards as of December 31, 2010, expire: \$72,653,000 in fiscal 2016 and \$189,160,000 in fiscal 2017.

#### **NOTE 5 - RELATED PARTY TRANSACTIONS**

The fund is managed by T. Rowe Price Associates, Inc. (the manager or Price Associates), a wholly owned subsidiary of T. Rowe Price Group, Inc. The investment management agreement between the fund and the manager provides for an annual investment management fee equal to 0.55% of the fund's average daily net assets. The fee is computed daily and paid monthly.

The fund is also subject to a contractual expense limitation through April 30, 2011. During the limitation period, the manager is required to waive its management fee and reimburse the fund for any expenses, excluding interest, taxes, brokerage commissions, and extraordinary expenses that would otherwise cause the fund's ratio of annualized total expenses to average net assets (expense ratio) to exceed its expense limitation of 0.58%. The fund is required to repay the manager for expenses previously reimbursed and management fees waived to the extent the fund's net assets have grown or expenses have declined sufficiently to allow repayment without causing the fund's expense ratio to exceed its expense limitation. However, no repayment will be made more than three years after the date of any reimbursement or waiver or later than April 30, 2013. At December 31, 2010, there were no amounts subject to repayment. For the year ended December 31, 2010, the fund operated below its expense limitation.

In addition, the fund has entered into service agreements with Price Associates and a wholly owned subsidiary of Price Associates (collectively, Price). Price Associates computes the daily share price and provides certain other 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. For the year ended December 31, 2010, expenses incurred pursuant to these service agreements were \$85,000 for Price Associates and \$13,000 for T. Rowe Price Services, Inc.. The total amount payable at period-end pursuant to these service agreements is reflected as Due to Affiliates in the accompanying financial statements.

The fund may invest in the T. Rowe Price Reserve Investment Fund and the T. Rowe Price Government Reserve Investment Fund (collectively, the T. Rowe Price Reserve Investment Funds), open-end management investment companies managed by Price Associates and considered affiliates of the fund. The T. Rowe Price Reserve Investment Funds are offered as cash management options to mutual funds, trusts, and other accounts managed by Price Associates and/or its affiliates and are not available for direct purchase by members of the public. The T. Rowe Price Reserve Investment Funds pay no investment management fees.

As of December 31, 2010, T. Rowe Price Group, Inc., and/or its wholly owned subsidiaries owned 209,492 shares of the fund, representing less than 1% of the fund's net assets.

## **Report of Independent Registered Public Accounting Firm**

### **To the Board of Directors of T. Rowe Price Institutional Equity Funds, Inc. and Shareholders of T. Rowe Price Institutional Large-Cap Growth Fund**

In our opinion, the accompanying statement of assets and liabilities, including the portfolio of investments, and the related statements of operations and of changes in net assets and the financial highlights present fairly, in all material respects, the financial position of T. Rowe Price Institutional Large-Cap Growth Fund (one of the portfolios comprising T. Rowe Price Institutional Equity Funds, Inc., hereafter referred to as the "Fund") at December 31, 2010, the results of its operations for the year then ended, the changes in its net assets for each of the two years in the period then ended and the financial highlights for each of the five years in the period then ended, in conformity with accounting principles generally accepted in the United States of America. These financial statements and financial highlights (hereafter referred to as "financial statements") are the responsibility of the Fund's management; our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these financial statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits, which included confirmation of securities at December 31, 2010 by correspondence with the custodian and brokers, and confirmation of the underlying funds by correspondence with the transfer agent, provide a reasonable basis for our opinion.

PricewaterhouseCoopers LLP  
Baltimore, Maryland  
February 17, 2011

### **Tax Information (Unaudited) for the Tax Year Ended 12/31/10**

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

The fund's distributions to shareholders included \$12,000 from short-term capital gains.

For taxable non-corporate shareholders, \$4,251,000 of the fund's income represents qualified dividend income subject to the 15% rate category.

For corporate shareholders, \$4,251,000 of the fund's income qualifies for the dividends-received deduction.

### **Information on Proxy Voting Policies, Procedures, and Records**

A description of the policies and procedures used by T. Rowe Price funds and portfolios to determine how to vote proxies relating to portfolio securities is available in each fund's Statement of Additional Information, which you may request by calling 1-800-225-5132 or by accessing the SEC's website, [sec.gov](http://sec.gov). The description of our proxy voting policies and procedures is also available on our website, [troweprice.com](http://troweprice.com). To access it, click on the words "Our Company" at the top of our corporate homepage. Then, when the next page appears, click on the words "Proxy Voting Policies" on the left side of the page.

Each fund's most recent annual proxy voting record is available on our website and through the SEC's website. To access it through our website, follow the directions above, then click on the words "Proxy Voting Records" on the right side of the Proxy Voting Policies page.

### **How to Obtain Quarterly Portfolio Holdings**

The fund files a complete schedule of portfolio holdings with the Securities and Exchange Commission for the first and third quarters of each fiscal year on Form N-Q. The fund's Form N-Q is available electronically on the SEC's website ([sec.gov](http://sec.gov)); hard copies may be reviewed and copied at the SEC's Public Reference Room, 450 Fifth St. N.W., Washington, DC 20549. For more information on the Public Reference Room, call 1-800-SEC-0330.

## About the Fund's Directors and Officers

Your fund is overseen by a Board of Directors (Board) that meets regularly to review a wide variety of matters affecting the fund, including performance, investment programs, compliance matters, advisory fees and expenses, service providers, and other business affairs. The Board elects the fund's officers, who are listed in the final table. At least 75% of the Board's members are independent of T. Rowe Price Associates, Inc. (T. Rowe Price), and T. Rowe Price International Ltd (T. Rowe Price International); "inside" or "interested" directors are employees or officers of T. Rowe Price. The business address of each director and officer is 100 East Pratt Street, Baltimore, Maryland 21202. The Statement of Additional Information includes additional information about the fund directors and is available without charge by calling a T. Rowe Price representative at 1-800-225-5132.

### Independent Directors

<b>Name (Year of Birth) Year Elected*</b>	<b>Principal Occupation(s) and Directorships of Public Companies and Other Investment Companies During the Past Five Years</b>
William R. Brody, M.D., Ph.D. (1944) 2009	President and Trustee, Salk Institute for Biological Studies (2009 to present); Director, Novartis, Inc. (2009 to present); Director, IBM (2007 to present); President and Trustee, Johns Hopkins University (1996 to 2009); Chairman of Executive Committee and Trustee, Johns Hopkins Health System (1996 to 2009); Director, Medtronic, Inc. (1998 to 2007); Director, Mercantile Bankshares (1997 to 2007)
Jeremiah E. Casey (1940) 2005	Director, National Life Insurance (2001 to 2005); Director, NLV Financial Corporation (2004 to 2005)
Anthony W. Deering (1945) 2001	Chairman, Exeter Capital, LLC, a private investment firm (2004 to present); Director, Under Armour (2008 to present); Director, Vornado Real Estate Investment Trust (2004 to present); Director, Mercantile Bankshares (2002 to 2007); Member, Advisory Board, Deutsche Bank North America (2004 to present)
Donald W. Dick, Jr. (1943) 1996	Principal, EuroCapital Partners, LLC, an acquisition and management advisory firm (1995 to present)
Karen N. Horn (1943) 2003	Senior Managing Director, Brock Capital Group, an advisory and investment banking firm (2004 to present); Director, Eli Lilly and Company (1987 to present); Director, Simon Property Group (2004 to present); Director, Norfolk Southern (2008 to present); Director, Fannie Mae (2006 to 2008); Director, Georgia Pacific (2004 to 2005)
Theo C. Rodgers (1941) 2005	President, A&R Development Corporation (1977 to present)
John G. Schreiber (1946) 2001	Owner/President, Centaur Capital Partners, Inc., a real estate investment company (1991 to present); Cofounder and Partner, Blackstone Real Estate Advisors, L.P. (1992 to present)
Mark R. Tercek (1957) 2009	President and Chief Executive Officer, The Nature Conservancy (2008 to present); Managing Director, The Goldman Sachs Group, Inc. (1984 to 2008)

\*Each independent director oversees 128 T. Rowe Price portfolios and serves until retirement, resignation, or election of a successor.

### Inside Directors

<b>Name (Year of Birth) Year Elected* [Number of T. Rowe Price Portfolios Overseen]</b>	<b>Principal Occupation(s) and Directorships of Public Companies and Other Investment Companies During the Past Five Years</b>
Edward C. Bernard (1956) 2006 [128]	Director and Vice President, T. Rowe Price; Vice Chairman of the Board, Director, and Vice President, T. Rowe Price Group, Inc.; Chairman of the Board, Director, and President, T. Rowe Price Investment Services, Inc.; Chairman of the Board and Director, T. Rowe Price Retirement Plan Services, Inc., T. Rowe Price Savings Bank, and T. Rowe Price Services, Inc.; Director and Chief Executive Officer, T. Rowe Price International; Chief Executive Officer, Chairman of the Board, Director, and President, T. Rowe Price Trust Company; Chairman of the Board, all funds
Brian C. Rogers, CFA, CIC (1955) 2006 [73]	Chief Investment Officer, Director, and Vice President, T. Rowe Price; Chairman of the Board, Chief Investment Officer, Director, and Vice President, T. Rowe Price Group, Inc.; Vice President, T. Rowe Price Trust Company; President, Institutional Equity Funds

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

**Officers**

<b>Name (Year of Birth)</b>	<b>Position Held With Institutional Equity Funds</b>	<b>Principal Occupation(s)</b>
Brian W.H. Berghuis, CFA (1958)	Executive Vice President	Vice President, T. Rowe Price, T. Rowe Price Group, Inc., and T. Rowe Price Trust Company
Anna M. Dopkin, CFA (1967)	Executive Vice President	Vice President, T. Rowe Price, T. Rowe Price Group, Inc., and T. Rowe Price Trust Company
Roger L. Fiery III, CPA (1959)	Vice President	Vice President, T. Rowe Price, T. Rowe Price Group, Inc., T. Rowe Price International, and T. Rowe Price Trust Company
Mark S. Finn, CFA, CPA (1963)	Executive Vice President	Vice President, T. Rowe Price and T. Rowe Price Group, Inc.
John R. Gilner (1961)	Chief Compliance Officer	Chief Compliance Officer and Vice President, T. Rowe Price; Vice President, T. Rowe Price Group, Inc., and T. Rowe Price Investment Services, Inc.
Gregory S. Golczewski (1966)	Vice President	Vice President, T. Rowe Price and T. Rowe Price Trust Company
Gregory K. Hinkle, CPA (1958)	Treasurer	Vice President, T. Rowe Price, T. Rowe Price Group, Inc., and T. Rowe Price Trust Company; formerly Partner, PricewaterhouseCoopers LLP (to 2007)
Ann M. Holcomb, CFA (1972)	Vice President	Vice President, T. Rowe Price, T. Rowe Price Group, Inc., and T. Rowe Price Trust Company
John D. Linehan, CFA (1965)	Executive Vice President	Vice President, T. Rowe Price, T. Rowe Price Group, Inc., and T. Rowe Price Trust Company
Patricia B. Lippert (1953)	Secretary	Assistant Vice President, T. Rowe Price and T. Rowe Price Investment Services, Inc.
Gregory A. McCrickard, CFA (1958)	Executive Vice President	Vice President, T. Rowe Price, T. Rowe Price Group, Inc., and T. Rowe Price Trust Company
Joseph M. Milano, CFA (1972)	Vice President	Vice President, T. Rowe Price and T. Rowe Price Group, Inc.
David Oestreicher (1967)	Vice President	Director and Vice President, T. Rowe Price Investment Services, Inc., T. Rowe Price Trust Company, T. Rowe Price Retirement Plan Services, Inc., and T. Rowe Price Services, Inc.; Vice President, T. Rowe Price, T. Rowe Price Group, Inc., and T. Rowe Price International
Larry J. Puglia, CFA, CPA (1960)	Executive Vice President	Vice President, T. Rowe Price, T. Rowe Price Group, Inc., and T. Rowe Price Trust Company
Deborah D. Seidel (1962)	Vice President	Vice President, T. Rowe Price, T. Rowe Price Group, Inc., and T. Rowe Price Investment Services, Inc.; Vice President and Assistant Treasurer, T. Rowe Price Services, Inc.
Robert W. Sharps, CFA, CPA (1971)	Executive Vice President	Vice President, T. Rowe Price, T. Rowe Price Group, Inc., and T. Rowe Price Trust Company
J. David Wagner, CFA (1974)	Vice President	Vice President, T. Rowe Price and T. Rowe Price Group, Inc.
John F. Wakeman (1962)	Vice President	Vice President, T. Rowe Price and T. Rowe Price Group, Inc.
Julie L. Waples (1970)	Vice President	Vice President, T. Rowe Price

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

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