

# BNY Mellon International Stock Fund

## SEMI-ANNUAL FINANCIALS AND OTHER INFORMATION May 31, 2024

<b>Class</b>	<b>Ticker</b>
A	DISAX
C	DISCX
I	DISRX
Y	DISYX

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The Securities and Exchange Commission (the “SEC”) has adopted rule and form amendments which have resulted in changes to the design and delivery of annual and semi-annual fund reports (“Reports”). Reports are now streamlined to highlight key information. Certain information previously included in Reports, including financial statements, no longer appear in the Reports but will be available online within the Semi-Annual and Annual Financials and Other Information, delivered free of charge to shareholders upon request, and filed with the SEC.

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## THE FUND

Please note the Semi-Annual Financials and Other Information only contains Items 7-11 required in Form N-CSR. All other required items will be filed with the SEC.

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

BNY Mellon International Stock Fund  
Statement of Investments  
May 31, 2024 (Unaudited)

Description	Shares	Value (\$)
<b>Common Stocks - 97.1%</b>		
<b>Australia - 3.3%</b>		
Cochlear Ltd.	352,400	76,138,062
CSL Ltd.	686,800	128,861,562
		<b>204,999,624</b>
<b>Canada - 5.1%</b>		
Alimentation Couche-Tard, Inc.	2,909,800	169,833,516
Canadian National Railway Co.	1,132,300	144,138,853
		<b>313,972,369</b>
<b>Denmark - 6.3%</b>		
Coloplast A/S, Cl. B	923,000	110,942,768
Novo Nordisk A/S, Cl. B	2,098,800	283,797,560
		<b>394,740,328</b>
<b>Finland - 1.9%</b>		
Kone OYJ, Cl. B	2,364,000	<b>120,794,636</b>
<b>France - 13.7%</b>		
Air Liquide SA	844,100	166,026,230
Dassault Systemes SE	2,371,400	96,576,756
Hermes International SCA	42,000	99,537,849
L'Oreal SA	342,000	168,749,588
LVMH Moet Hennessy Louis Vuitton SE	203,500	163,531,274
TotalEnergies SE	2,126,000	155,224,203
		<b>849,645,900</b>
<b>Germany - 7.8%</b>		
adidas AG	663,300	166,803,320
Infineon Technologies AG	1,780,100	71,070,992
Merck KGaA	747,400	135,069,379
SAP SE	623,100	112,271,767
		<b>485,215,458</b>
<b>Hong Kong - 5.2%</b>		
AIA Group Ltd.	14,767,200	114,777,696
CLP Holdings Ltd.	9,862,500	78,263,272
Hang Lung Properties Ltd.	12,847,000 <sup>a</sup>	11,783,330
Jardine Matheson Holdings Ltd.	983,100	36,168,818
Prudential PLC	8,634,900	83,117,729
		<b>324,110,845</b>
<b>Ireland - 2.5%</b>		
Experian PLC	3,308,000	<b>153,568,700</b>
<b>Italy - 1.4%</b>		
Ferrari NV	211,400	<b>86,926,587</b>
<b>Japan - 16.8%</b>		
Daikin Industries Ltd.	647,400	94,218,065
FANUC Corp.	2,576,000 <sup>a</sup>	72,034,200
Hoya Corp.	934,700	113,767,751
Keyence Corp.	427,280	192,783,407
Murata Manufacturing Co. Ltd.	5,700,000	107,840,849
Shin-Etsu Chemical Co. Ltd.	3,669,500	136,645,282
SMC Corp.	251,700	126,607,089
Systemex Corp.	5,525,900 <sup>a</sup>	95,067,791
Terumo Corp.	6,029,800	102,798,183
		<b>1,041,762,617</b>
<b>Netherlands - 8.1%</b>		
ASM International NV	229,300	161,729,287
ASML Holding NV	189,200	181,382,461

Statement of Investments (Unaudited) (continued)

Description	Shares	Value (\$)
<b>Common Stocks - 97.1% (continued)</b>		
<b>Netherlands - 8.1% (continued)</b>		
Universal Music Group NV	2,053,200	64,226,060
Wolters Kluwer NV	588,400	93,865,578
		<b>501,203,386</b>
<b>Spain - 4.2%</b>		
Amadeus IT Group SA	1,441,200	102,603,790
Industria de Diseno Textil SA	3,279,000	156,206,024
		<b>258,809,814</b>
<b>Sweden - 2.0%</b>		
Atlas Copco AB, Cl. B	7,560,000	<b>125,396,139</b>
<b>Switzerland - 11.1%</b>		
Kuehne + Nagel International AG	374,300	106,006,300
Lonza Group AG	198,600	108,325,704
Nestle SA	1,000,000	105,880,289
Novartis AG	1,339,800	138,549,238
Roche Holding AG	409,500	104,885,052
SGS SA	1,323,763	123,930,993
		<b>687,577,576</b>
<b>Taiwan - 3.8%</b>		
Taiwan Semiconductor Manufacturing Co. Ltd., ADR	1,574,600	<b>237,827,584</b>
<b>United Kingdom - 3.9%</b>		
Compass Group PLC	4,979,000	139,858,937
Diageo PLC	3,088,600	104,169,415
		<b>244,028,352</b>
<b>Total Common Stocks</b> (cost \$3,680,916,359)		<b>6,030,579,915</b>
	1-Day Yield (%)	
<b>Investment Companies - 2.5%</b>		
<b>Registered Investment Companies - 2.5%</b>		
Dreyfus Institutional Preferred Government Plus Money Market Fund, Institutional Shares (cost \$152,024,726)	5.43	152,024,726 <sup>b</sup>
		<b>152,024,726</b>
<b>Investment of Cash Collateral for Securities Loaned - .2%</b>		
<b>Registered Investment Companies - .2%</b>		
Dreyfus Institutional Preferred Government Plus Money Market Fund, Institutional Shares (cost \$15,287,250)	5.43	15,287,250 <sup>b</sup>
		<b>15,287,250</b>
<b>Total Investments</b> (cost \$3,848,228,335)	<b>99.8%</b>	<b>6,197,891,891</b>
<b>Cash and Receivables (Net)</b>	<b>.2%</b>	<b>15,387,145</b>
<b>Net Assets</b>	<b>100.0%</b>	<b>6,213,279,036</b>

ADR—American Depositary Receipt

<sup>a</sup> Security, or portion thereof, on loan. At May 31, 2024, the value of the fund's securities on loan was \$12,127,891 and the value of the collateral was \$15,287,250, consisting of cash collateral. In addition, the value of collateral may include pending sales that are also on loan.

<sup>b</sup> Investment in affiliated issuer. The investment objective of this investment company is publicly available and can be found within the investment company's prospectus.

<b>Affiliated Issuers</b>					
Description	Value (\$) 11/30/2023	Purchases (\$) <sup>†</sup>	Sales (\$)	Value (\$) 5/31/2024	Dividends/ Distributions (\$)
<b>Registered Investment Companies - 2.5%</b>					
Dreyfus Institutional Preferred Government Plus Money Market Fund, Institutional Shares - 2.5%	89,283,243	506,673,096	(443,931,613)	152,024,726	3,108,975
<b>Investment of Cash Collateral for Securities Loaned - .2%</b>					
Dreyfus Institutional Preferred Government Plus Money Market Fund, Institutional Shares - .2%	-	103,349,790	(88,062,540)	15,287,250	11,908 <sup>††</sup>
<b>Total - 2.7%</b>	<b>89,283,243</b>	<b>610,022,886</b>	<b>(531,994,153)</b>	<b>167,311,976</b>	<b>3,120,883</b>

<sup>†</sup> Includes reinvested dividends/ distributions.

<sup>††</sup> Represents securities lending income earned from the reinvestment of cash collateral from loaned securities, net of fees and collateral investment expenses, and other payments to and from borrowers of securities.

See notes to financial statements.

# STATEMENT OF ASSETS AND LIABILITIES

May 31, 2024 (Unaudited)

	Cost	Value		
<b>Assets (\$):</b>				
Investments in securities—See Statement of Investments (including securities on loan, valued at \$12,127,891)—Note 1(c):				
Unaffiliated issuers	3,680,916,359	6,030,579,915		
Affiliated issuers	167,311,976	167,311,976		
Cash denominated in foreign currency	503,752	502,969		
Tax reclaim receivable—Note 1(b)		20,403,582		
Dividends and securities lending income receivable		11,569,540		
Receivable for shares of Common Stock subscribed		4,166,491		
Receivable for investment securities sold		2,608,176		
Prepaid expenses		99,480		
		<b>6,237,242,129</b>		
<b>Liabilities (\$):</b>				
Due to BNY Mellon Investment Adviser, Inc. and affiliates—Note 3(c)		4,772,309		
Liability for securities on loan—Note 1(c)		15,287,250		
Payable for shares of Common Stock redeemed		3,430,147		
Directors' fees and expenses payable		91,864		
Other accrued expenses		381,523		
		<b>23,963,093</b>		
<b>Net Assets (\$)</b>		<b>6,213,279,036</b>		
<b>Composition of Net Assets (\$):</b>				
Paid-in capital		3,638,024,230		
Total distributable earnings (loss)		2,575,254,806		
<b>Net Assets (\$)</b>		<b>6,213,279,036</b>		
<b>Net Asset Value Per Share</b>				
	Class A	Class C	Class I	Class Y
Net Assets (\$)	54,787,093	8,216,911	3,557,930,005	2,592,345,027
Shares Outstanding	2,189,810	338,268	141,259,814	104,248,862
<b>Net Asset Value Per Share (\$)</b>	<b>25.02</b>	<b>24.29</b>	<b>25.19</b>	<b>24.87</b>

See notes to financial statements.

**STATEMENT OF OPERATIONS**  
Six Months Ended May 31, 2024 (Unaudited)

<b>Investment Income (\$):</b>	
<b>Income:</b>	
Cash dividends (net of \$8,779,554 foreign taxes withheld at source):	
Unaffiliated issuers	71,509,709
Affiliated issuers	3,108,975
Income from securities lending—Note 1(c)	11,908
Interest	1,749
<b>Total Income</b>	<b>74,632,341</b>
<b>Expenses:</b>	
Management fee—Note 3(a)	25,512,168
Shareholder servicing costs—Note 3(c)	808,209
Custodian fees—Note 3(c)	354,556
Directors' fees and expenses—Note 3(d)	285,201
Prospectus and shareholders' reports	67,444
Loan commitment fees—Note 2	65,805
Professional fees	58,341
Registration fees	50,081
Distribution fees—Note 3(b)	31,642
Chief Compliance Officer fees—Note 3(c)	12,315
Miscellaneous	100,301
<b>Total Expenses</b>	<b>27,346,063</b>
Less—reduction in fees due to earnings credits—Note 3(c)	(5,002)
<b>Net Expenses</b>	<b>27,341,061</b>
<b>Net Investment Income</b>	<b>47,291,280</b>
<b>Realized and Unrealized Gain (Loss) on Investments—Note 4 (\$):</b>	
Net realized gain (loss) on investments and foreign currency transactions	179,016,899
Net change in unrealized appreciation (depreciation) on investments and foreign currency transactions	426,353,632
<b>Net Realized and Unrealized Gain (Loss) on Investments</b>	<b>605,370,531</b>
<b>Net Increase in Net Assets Resulting from Operations</b>	<b>652,661,811</b>

*See notes to financial statements.*



## STATEMENT OF CHANGES IN NET ASSETS

	Six Months Ended May 31, 2024 (Unaudited)	Year Ended November 30, 2023
<b>Operations (\$):</b>		
Net investment income	47,291,280	51,050,426
Net realized gain (loss) on investments	179,016,899	84,194,085
Net change in unrealized appreciation (depreciation) on investments	426,353,632	376,839,238
<b>Net Increase (Decrease) in Net Assets Resulting from Operations</b>	<b>652,661,811</b>	<b>512,083,749</b>
<b>Distributions (\$):</b>		
Distributions to shareholders:		
Class A	(1,005,350)	(1,125,756)
Class C	(112,896)	(122,014)
Class I	(73,419,560)	(69,770,512)
Class Y	(51,262,675)	(57,671,055)
<b>Total Distributions</b>	<b>(125,800,481)</b>	<b>(128,689,337)</b>
<b>Capital Stock Transactions (\$):</b>		
Net proceeds from shares sold:		
Class A	8,711,291	18,167,024
Class C	480,269	1,770,409
Class I	348,122,863	827,278,810
Class Y	402,417,333	232,930,379
Distributions reinvested:		
Class A	933,628	1,063,135
Class C	112,896	122,014
Class I	70,165,760	65,996,191
Class Y	27,182,246	30,875,099
Cost of shares redeemed:		
Class A	(13,181,109)	(25,114,006)
Class C	(1,390,226)	(83,433)
Class I	(513,462,908)	(692,551,639)
Class Y	(327,552,527)	(471,867,779)
<b>Increase (Decrease) in Net Assets from Capital Stock Transactions</b>	<b>2,539,516</b>	<b>(11,413,796)</b>
<b>Total Increase (Decrease) in Net Assets</b>	<b>529,400,846</b>	<b>371,980,616</b>
<b>Net Assets (\$):</b>		
Beginning of Period	5,683,878,190	5,311,897,574
<b>End of Period</b>	<b>6,213,279,036</b>	<b>5,683,878,190</b>
<b>Capital Share Transactions (Shares):</b>		
<b>Class A</b>		
Shares sold	362,641	819,259
Shares issued for distributions reinvested	40,663	50,077
Shares redeemed	(547,183)	(1,121,924)
<b>Net Increase (Decrease) in Shares Outstanding</b>	<b>(143,879)</b>	<b>(252,588)</b>
<b>Class C</b>		
Shares sold	20,353	81,500
Shares issued for distributions reinvested	5,049	5,886
Shares redeemed	(59,236)	(262)
<b>Net Increase (Decrease) in Shares Outstanding</b>	<b>(33,834)</b>	<b>87,124</b>
<b>Class I<sup>a</sup></b>		
Shares sold	14,351,093	36,903,799
Shares issued for distributions reinvested	3,040,111	3,092,605
Shares redeemed	(21,145,876)	(31,071,754)
<b>Net Increase (Decrease) in Shares Outstanding</b>	<b>(3,754,672)</b>	<b>8,924,650</b>
<b>Class Y<sup>a</sup></b>		
Shares sold	16,716,075	10,514,691
Shares issued for distributions reinvested	1,193,250	1,465,359
Shares redeemed	(13,596,100)	(21,512,833)
<b>Net Increase (Decrease) in Shares Outstanding</b>	<b>4,313,225</b>	<b>(9,532,783)</b>

<sup>a</sup> During the period ended May 31, 2024, 1,098,429 Class I shares representing \$26,759,776 were exchanged for 1,112,561 Class Y shares and 20,777 Class Y shares representing \$501,764 were exchanged for 20,632 Class A shares and 15,202 Class A shares representing \$366,365 were exchanged for 15,120 Class I shares. During the period ended November 30, 2023, 1,542,792 Class Y shares representing \$34,142,061 were exchanged for 1,523,613 Class I shares.

See notes to financial statements.

## FINANCIAL HIGHLIGHTS

The following tables describe the performance for each share class for the fiscal periods indicated. All information (except portfolio turnover rate) reflects financial results for a single fund share. Net asset value total return is calculated assuming an initial investment made at the net asset value at the beginning of the period, reinvestment of all dividends and distributions at net asset value during the period, and redemption at net asset value on the last day of the period. Net asset value total return includes adjustments in accordance with accounting principles generally accepted in the United States of America and as such, the net asset value for financial reporting purposes and the returns based upon those net asset values may differ from the net asset value and returns for shareholder transactions.

Class A Shares	Six Months Ended	Year Ended November 30,				
	May 31, 2024 (Unaudited)	2023	2022	2021	2020	2019
<b>Per Share Data (\$):</b>						
Net asset value, beginning of period	22.88	21.31	25.66	24.09	20.76	17.86
Investment Operations:						
Net investment income <sup>a</sup>	.15	.14	.10	.05	.08	.15
Net realized and unrealized gain (loss) on investments	2.42	1.88	(4.31)	2.21	3.72	2.98
Total from Investment Operations	2.57	2.02	(4.21)	2.26	3.80	3.13
Distributions:						
Dividends from net investment income	(.12)	(.12)	(.05)	(.08)	(.15)	(.15)
Dividends from net realized gain on investments	(.31)	(.33)	(.09)	(.61)	(.32)	(.08)
Total Distributions	(.43)	(.45)	(.14)	(.69)	(.47)	(.23)
Net asset value, end of period	25.02	22.88	21.31	25.66	24.09	20.76
<b>Total Return (%)<sup>b</sup></b>	11.41 <sup>c</sup>	9.59	(16.50)	9.58	18.67	17.81
<b>Ratios/Supplemental Data (%):</b>						
Ratio of total expenses to average net assets	1.25 <sup>d</sup>	1.23	1.29	1.27	1.30	1.24
Ratio of net expenses to average net assets	1.25 <sup>d</sup>	1.23	1.29	1.27	1.30	1.24
Ratio of net investment income to average net assets	1.22 <sup>d</sup>	.62	.45	.20	.35	.77
Portfolio Turnover Rate	4.74 <sup>c</sup>	7.37	6.98	8.72	7.20	7.38
Net Assets, end of period (\$ x 1,000)	54,787	53,400	55,110	74,707	59,740	37,036

<sup>a</sup> Based on average shares outstanding.

<sup>b</sup> Exclusive of sales charge.

<sup>c</sup> Not annualized.

<sup>d</sup> Annualized.

See notes to financial statements.

FINANCIAL HIGHLIGHTS (continued)

Class C Shares	Six Months Ended	Year Ended November 30,				
	May 31, 2024 (Unaudited)	2023	2022	2021	2020	2019
<b>Per Share Data (\$):</b>						
Net asset value, beginning of period	22.19	20.71	25.07	23.63	20.38	17.53
Investment Operations:						
Net investment income (loss) <sup>a</sup>	.06	(.04)	(.05)	(.12)	(.06)	.02
Net realized and unrealized gain (loss) on investments	2.35	1.85	(4.22)	2.17	3.65	2.92
Total from Investment Operations	2.41	1.81	(4.27)	2.05	3.59	2.94
Distributions:						
Dividends from net investment income	-	-	-	-	(.02)	(.01)
Dividends from net realized gain on investments	(.31)	(.33)	(.09)	(.61)	(.32)	(.08)
Total Distributions	(.31)	(.33)	(.09)	(.61)	(.34)	(.09)
Net asset value, end of period	24.29	22.19	20.71	25.07	23.63	20.38
<b>Total Return (%)<sup>b</sup></b>	10.97 <sup>c</sup>	8.83	(17.10)	8.85	17.84	16.96
<b>Ratios/Supplemental Data (%):</b>						
Ratio of total expenses to average net assets	1.97 <sup>d</sup>	1.98	1.98	1.97	1.98	1.98
Ratio of net expenses to average net assets	1.97 <sup>d</sup>	1.98	1.98	1.97	1.98	1.98
Ratio of net investment income (loss) to average net assets	.49 <sup>d</sup>	(.18)	(.24)	(.47)	(.30)	.12
Portfolio Turnover Rate	4.74 <sup>c</sup>	7.37	6.98	8.72	7.20	7.38
Net Assets, end of period (\$ x 1,000)	8,217	8,255	5,903	11,190	14,510	12,001

<sup>a</sup> Based on average shares outstanding.

<sup>b</sup> Exclusive of sales charge.

<sup>c</sup> Not annualized.

<sup>d</sup> Annualized.

See notes to financial statements.

Class I Shares	Six Months Ended	Year Ended November 30,				
	May 31, 2024 (Unaudited)	2023	2022	2021	2020	2019
<b>Per Share Data (\$):</b>						
Net asset value, beginning of period	23.07	21.50	25.88	24.27	20.90	17.98
Investment Operations:						
Net investment income <sup>a</sup>	.19	.20	.18	.14	.15	.22
Net realized and unrealized gain (loss) on investments	2.44	1.90	(4.33)	2.23	3.75	2.99
Total from Investment Operations	2.63	2.10	(4.15)	2.37	3.90	3.21
Distributions:						
Dividends from net investment income	(.20)	(.20)	(.14)	(.15)	(.21)	(.21)
Dividends from net realized gain on investments	(.31)	(.33)	(.09)	(.61)	(.32)	(.08)
Total Distributions	(.51)	(.53)	(.23)	(.76)	(.53)	(.29)
Net asset value, end of period	25.19	23.07	21.50	25.88	24.27	20.90
<b>Total Return (%)</b>	<b>11.58<sup>b</sup></b>	<b>9.95</b>	<b>(16.20)</b>	<b>10.01</b>	<b>19.07</b>	<b>18.23</b>
<b>Ratios/Supplemental Data (%):</b>						
Ratio of total expenses to average net assets	.92 <sup>c</sup>	.93	.92	.91	.91	.91
Ratio of net expenses to average net assets	.92 <sup>c</sup>	.93	.92	.91	.91	.91
Ratio of net investment income to average net assets	1.55 <sup>c</sup>	.90	.81	.56	.72	1.13
Portfolio Turnover Rate	4.74 <sup>b</sup>	7.37	6.98	8.72	7.20	7.38
Net Assets, end of period (\$ x 1,000)	3,557,930	3,345,179	2,925,622	3,847,708	3,142,203	2,191,801

<sup>a</sup> Based on average shares outstanding.

<sup>b</sup> Not annualized.

<sup>c</sup> Annualized.

See notes to financial statements.

FINANCIAL HIGHLIGHTS (continued)

Class Y Shares	Six Months Ended	Year Ended November 30,				
	May 31, 2024 (Unaudited)	2023	2022	2021	2020	2019
<b>Per Share Data (\$):</b>						
Net asset value, beginning of period	22.79	21.24	25.57	23.99	20.66	17.78
Investment Operations:						
Net investment income <sup>a</sup>	.19	.21	.19	.15	.16	.21
Net realized and unrealized gain (loss) on investments	2.41	1.88	(4.28)	2.19	3.71	2.97
Total from Investment Operations	2.60	2.09	(4.09)	2.34	3.87	3.18
Distributions:						
Dividends from net investment income	(.21)	(.21)	(.15)	(.15)	(.22)	(.22)
Dividends from net realized gain on investments	(.31)	(.33)	(.09)	(.61)	(.32)	(.08)
Total Distributions	(.52)	(.54)	(.24)	(.76)	(.54)	(.30)
Net asset value, end of period	24.87	22.79	21.24	25.57	23.99	20.66
<b>Total Return (%)</b>	11.59 <sup>b</sup>	10.02	(16.17)	10.02	19.12	18.24
<b>Ratios/Supplemental Data (%):</b>						
Ratio of total expenses to average net assets	.88 <sup>c</sup>	.89	.89	.88	.89	.89
Ratio of net expenses to average net assets	.88 <sup>c</sup>	.89	.89	.88	.89	.89
Ratio of net investment income to average net assets	1.63 <sup>c</sup>	.95	.85	.59	.77	1.12
Portfolio Turnover Rate	4.74 <sup>b</sup>	7.37	6.98	8.72	7.20	7.38
Net Assets, end of period (\$ x 1,000)	2,592,345	2,277,044	2,325,263	3,069,335	2,818,746	2,284,939

<sup>a</sup> Based on average shares outstanding.

<sup>b</sup> Not annualized.

<sup>c</sup> Annualized.

See notes to financial statements.

## NOTES TO FINANCIAL STATEMENTS (Unaudited)

### NOTE 1—Significant Accounting Policies:

BNY Mellon International Stock Fund (the “fund”) is a separate diversified series of BNY Mellon Strategic Funds, Inc. (the “Company”), which is registered under the Investment Company Act of 1940, as amended (the “Act”), as an open-end management investment company and operates as a series company currently offering five series, including the fund. The fund’s investment objective is to seek long-term total return. BNY Mellon Investment Adviser, Inc. (the “Adviser”), a wholly-owned subsidiary of The Bank of New York Mellon Corporation (“BNY”), serves as the fund’s investment adviser. Walter Scott & Partners Limited (the “Sub-Adviser”), an indirect wholly-owned subsidiary of BNY and an affiliate of the Adviser, serves as the fund’s sub-adviser.

BNY Mellon Securities Corporation (the “Distributor”), a wholly-owned subsidiary of the Adviser, is the distributor of the fund’s shares. The fund is authorized to issue 700 million shares of \$.001 par value Common Stock. The fund currently has authorized four classes of shares: Class A (100 million shares authorized), Class C (100 million shares authorized), Class I (250 million shares authorized) and Class Y (250 million shares authorized). Class A and Class C shares are sold primarily to retail investors through financial intermediaries and bear Distribution and/or Shareholder Services Plan fees. Class A shares generally are subject to a sales charge imposed at the time of purchase. Class A shares bought without an initial sales charge as part of an investment of \$1 million or more may be charged a contingent deferred sales charge (“CDSC”) of 1.00% if redeemed within one year. Class C shares are subject to a CDSC imposed on Class C shares redeemed within one year of purchase. Class C shares automatically convert to Class A shares eight years after the date of purchase, without the imposition of a sales charge. Class I shares are sold primarily to bank trust departments and other financial service providers (including BNY and its affiliates), acting on behalf of customers having a qualified trust or an investment account or relationship at such institution, and bear no Distribution or Shareholder Services Plan fees. Class Y shares are sold at net asset value per share generally to institutional investors, and bear no Distribution or Shareholder Services Plan fees. Class I and Class Y shares are offered without a front-end sales charge or CDSC. Other differences between the classes include the services offered to and the expenses borne by each class, the allocation of certain transfer agency costs and certain voting rights. Income, expenses (other than expenses attributable to a specific class), and realized and unrealized gains or losses on investments are allocated to each class of shares based on its relative net assets.

The Company accounts separately for the assets, liabilities and operations of each series. Expenses directly attributable to each series are charged to that series’ operations; expenses which are applicable to all series are allocated among them on a pro rata basis.

The Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) is the exclusive reference of authoritative U.S. generally accepted accounting principles (“GAAP”) recognized by the FASB to be applied by nongovernmental entities. Rules and interpretive releases of the SEC under authority of federal laws are also sources of authoritative GAAP for SEC registrants. The fund is an investment company and applies the accounting and reporting guidance of the FASB ASC Topic 946 Financial Services-Investment Companies. The fund’s financial statements are prepared in accordance with GAAP, which may require the use of management estimates and assumptions. Actual results could differ from those estimates.

The Company enters into contracts that contain a variety of indemnifications. The fund’s maximum exposure under these arrangements is unknown. The fund does not anticipate recognizing any loss related to these arrangements.

**(a) Portfolio valuation:** The fair value of a financial instrument is the amount 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 (i.e., the exit price). GAAP establishes a fair value hierarchy that prioritizes the inputs of valuation techniques used to measure fair value. This hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

Additionally, GAAP provides guidance on determining whether the volume and activity in a market has decreased significantly and whether such a decrease in activity results in transactions that are not orderly. GAAP requires enhanced disclosures around valuation inputs and techniques used during annual and interim periods.

Various inputs are used in determining the value of the fund’s investments relating to fair value measurements. These inputs are summarized in the three broad levels listed below:

**Level 1**—unadjusted quoted prices in active markets for identical investments.

**Level 2**—other significant observable inputs (including quoted prices for similar investments, interest rates, prepayment speeds, credit risk, etc.).

**Level 3**—significant unobservable inputs (including the fund’s own assumptions in determining the fair value of investments).

The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities.

Changes in valuation techniques may result in transfers in or out of an assigned level within the disclosure hierarchy. Valuation techniques used to value the fund’s investments are as follows:

The Company’s Board of Directors (the “Board”) has designated the Adviser as the fund’s valuation designee to make all fair value determinations with respect to the fund’s portfolio investments, subject to the Board’s oversight and pursuant to Rule 2a-5 under the Act.

Investments in equity securities are valued at the last sales price on the securities exchange or national securities market on which such securities are primarily traded. Securities listed on the National Market System for which market quotations are available are valued at the official closing price or, if there is no official closing price that day, at the last sales price. For open short positions, asked prices are used for valuation purposes. Bid price is used when no asked price is available. Registered investment companies that are not traded on an exchange are valued at their net asset value. All of the preceding securities are generally categorized within Level 1 of the fair value hierarchy.

Securities not listed on an exchange or the national securities market, or securities for which there were no transactions, are valued at the average of the most recent bid and asked prices. These securities are generally categorized within Level 2 of the fair value hierarchy.

Fair valuing of securities may be determined with the assistance of a pricing service using calculations based on indices of domestic securities and other appropriate indicators, such as prices of relevant ADRs and futures. Utilizing these techniques may result in transfers between Level 1 and Level 2 of the fair value hierarchy.

When market quotations or official closing prices are not readily available, or are determined not to accurately reflect fair value, such as when the value of a security has been significantly affected by events after the close of the exchange or market on which the security is principally traded (for example, a foreign exchange or market), but before the fund calculates its net asset value, the fund may value these investments at fair value as determined in accordance with the procedures approved by the Board. Certain factors may be considered when fair valuing investments such as: fundamental analytical data, the nature and duration of restrictions on disposition, an evaluation of the forces that influence the market in which the securities are purchased and sold, and public trading in similar securities of the issuer or comparable issuers. These securities are either categorized within Level 2 or 3 of the fair value hierarchy depending on the relevant inputs used.

For securities where observable inputs are limited, assumptions about market activity and risk are used and such securities are generally categorized within Level 3 of the fair value hierarchy.

Investments denominated in foreign currencies are translated to U.S. dollars at the prevailing rates of exchange.

The following is a summary of the inputs used as of May 31, 2024 in valuing the fund’s investments:

	Level 1-Unadjusted Quoted Prices	Level 2- Other Significant Observable Inputs	Level 3-Significant Unobservable Inputs	Total
<b>Assets (\$)</b>				
Investments in Securities: <sup>†</sup>				
Equity Securities - Common Stocks	551,799,953	5,478,779,962 <sup>††</sup>	-	<b>6,030,579,915</b>
Investment Companies	167,311,976	-	-	<b>167,311,976</b>

<sup>†</sup> See Statement of Investments for additional detailed categorizations, if any.

<sup>††</sup> Securities classified within Level 2 at period end as the values were determined pursuant to the fund’s fair valuation procedures.

**(b) Foreign currency transactions:** The fund does not isolate that portion of the results of operations resulting from changes in foreign exchange rates on investments from the fluctuations arising from changes in the market prices of securities held. Such fluctuations are included with the net realized and unrealized gain or loss on investments.

Net realized foreign exchange gains or losses arise from sales of foreign currencies, currency gains or losses realized on securities transactions between trade and settlement date, and the difference between the amounts of dividends, interest and foreign

withholding taxes recorded on the fund's books and the U.S. dollar equivalent of the amounts actually received or paid. Net unrealized foreign exchange gains and losses arise from changes in the value of assets and liabilities other than investments resulting from changes in exchange rates. Foreign currency gains and losses on foreign currency transactions are also included with net realized and unrealized gain or loss on investments.

**Foreign taxes:** The fund may be subject to foreign taxes (a portion of which may be reclaimable) on income, stock dividends, realized and unrealized capital gains on investments or certain foreign currency transactions. Foreign taxes are recorded in accordance with the applicable foreign tax regulations and rates that exist in the foreign jurisdictions in which the fund invests. These foreign taxes, if any, are paid by the fund and are reflected in the Statement of Operations, if applicable. Foreign taxes payable or deferred or those subject to reclaims as of May 31, 2024, if any, are disclosed in the fund's Statement of Assets and Liabilities.

**(c) Securities transactions and investment income:** Securities transactions are recorded on a trade date basis. Realized gains and losses from securities transactions are recorded on the identified cost basis. Dividend income is recognized on the ex-dividend date and interest income, including, where applicable, accretion of discount and amortization of premium on investments, is recognized on the accrual basis.

Pursuant to a securities lending agreement with BNY, the fund may lend securities to qualified institutions. It is the fund's policy that, at origination, all loans are secured by collateral of at least 102% of the value of U.S. securities loaned and 105% of the value of foreign securities loaned. Collateral equivalent to at least 100% of the market value of securities on loan is maintained at all times. Collateral is either in the form of cash, which can be invested in certain money market mutual funds managed by the Adviser, or U.S. Government and Agency securities. Any non-cash collateral received cannot be sold or re-pledged by the fund, except in the event of borrower default. The securities on loan, if any, are also disclosed in the fund's Statement of Investments. The fund is entitled to receive all dividends, interest and distributions on securities loaned, in addition to income earned as a result of the lending transaction. Should a borrower fail to return the securities in a timely manner, BNY is required to replace the securities for the benefit of the fund or credit the fund with the market value of the unreturned securities and is subrogated to the fund's rights against the borrower and the collateral. Additionally, the contractual maturity of security lending transactions are on an overnight and continuous basis. During the period ended May 31, 2024, BNY earned \$1,623 from the lending of the fund's portfolio securities, pursuant to the securities lending agreement.

For financial reporting purposes, the fund elects not to offset assets and liabilities subject to a securities lending agreement, if any, in the Statement of Assets and Liabilities. Therefore, all qualifying transactions are presented on a gross basis in the Statement of Assets and Liabilities. As of May 31, 2024, the fund had securities lending and the impact of netting of assets and liabilities and the offsetting of collateral pledged or received, if any, based on contractual netting/set-off provisions in the securities lending agreement are detailed in the following table:

	Assets (\$)	Liabilities (\$)
Securities Lending	12,127,891	-
Total gross amount of assets and liabilities in the Statement of Assets and Liabilities	12,127,891	-
Collateral (received)/posted not offset in the Statement of Assets and Liabilities	(12,127,891) <sup>1</sup>	-
Net amount	-	-

<sup>1</sup> The value of the related collateral received by the fund normally exceeded the value of the securities loaned by the fund pursuant to the securities lending agreement. In addition, the value of collateral may include pending sales that are also on loan. See Statement of Investments for detailed information regarding collateral received for open securities lending.

**(d) Affiliated issuers:** Investments in other investment companies advised by the Adviser are considered "affiliated" under the Act.

**(e) Market Risk:** The value of the securities in which the fund invests may be affected by political, regulatory, economic and social developments, and developments that impact specific economic sectors, industries or segments of the market. In addition, turbulence in financial markets and reduced liquidity in equity, credit and/or fixed-income markets may negatively affect many issuers, which could adversely affect the fund. Global economies and financial markets are becoming increasingly interconnected, and conditions and events in one country, region or financial market may adversely impact issuers in a different country, region or financial market. These risks may be magnified if certain events or developments adversely interrupt the global supply chain; in these and other circumstances, such risks might affect companies world-wide.



**Foreign Investment Risk:** To the extent the fund invests in foreign securities, the fund's performance will be influenced by political, social and economic factors affecting investments in foreign issuers. Special risks associated with investments in foreign issuers include exposure to currency fluctuations, less liquidity, less developed or less efficient trading markets, lack of comprehensive company information, political and economic instability and differing auditing and legal standards. To the extent the fund's investments are focused in a limited number of foreign countries, the fund's performance could be more volatile than that of more geographically diversified funds.

**(f) Dividends and distributions to shareholders:** Dividends and distributions are recorded on the ex-dividend date. Dividends from net investment income and dividends from net realized capital gains, if any, are normally declared and paid annually, but the fund may make distributions on a more frequent basis to comply with the distribution requirements of the Internal Revenue Code of 1986, as amended (the "Code"). To the extent that net realized capital gains can be offset by capital loss carryovers, it is the policy of the fund not to distribute such gains. Income and capital gain distributions are determined in accordance with income tax regulations, which may differ from GAAP.

**(g) Federal income taxes:** It is the policy of the fund to continue to qualify as a regulated investment company, if such qualification is in the best interests of its shareholders, by complying with the applicable provisions of the Code, and to make distributions of taxable income and net realized capital gain sufficient to relieve it from substantially all federal income and excise taxes.

As of and during the period ended May 31, 2024, the fund did not have any liabilities for any uncertain tax positions. The fund recognizes interest and penalties, if any, related to uncertain tax positions as income tax expense in the Statement of Operations. During the period ended May 31, 2024, the fund did not incur any interest or penalties.

Each tax year in the three-year period ended November 30, 2023 remains subject to examination by the Internal Revenue Service and state taxing authorities.

The tax character of distributions paid to shareholders during the fiscal year ended November 30, 2023 was as follows: ordinary income \$49,508,337 and long-term capital gains \$79,181,000. The tax character of current year distributions will be determined at the end of the current fiscal year.

**NOTE 2—Bank Lines of Credit:**

The fund participates with other long-term open-end funds managed by the Adviser in a \$738 million unsecured credit facility led by Citibank, N.A. (the "Citibank Credit Facility") and a \$300 million unsecured credit facility provided by BNY (the "BNY Credit Facility"), each to be utilized primarily for temporary or emergency purposes, including the financing of redemptions (each, a "Facility"). The Citibank Credit Facility is available in two tranches: (i) Tranche A is in an amount equal to \$618 million and is available to all long-term open-ended funds, including the fund, and (ii) Tranche B is an amount equal to \$120 million and is available only to BNY Mellon Floating Rate Income Fund, a series of BNY Mellon Investment Funds IV, Inc. In connection therewith, the fund has agreed to pay its pro rata portion of commitment fees for Tranche A of the Citibank Credit Facility and the BNY Credit Facility. Interest is charged to the fund based on rates determined pursuant to the terms of the respective Facility at the time of borrowing. During the period ended May 31, 2024, the fund did not borrow under the Facilities.

**NOTE 3—Management Fee, Sub-Advisory Fee and Other Transactions with Affiliates:**

**(a)** Pursuant to a management agreement with the Adviser, the management fee is computed at the annual rate of .85% of the value of the fund's average daily net assets and is payable monthly.

Pursuant to a sub-investment advisory agreement between the Adviser and the Sub-Adviser, the Adviser pays the Sub-Adviser a monthly fee at an annual rate of .41% of the value of the fund's average daily net assets.

During the period ended May 31, 2024, the Distributor retained \$868 from commissions earned on sales of the fund's Class A shares and \$844 from CDSC fees on redemptions of the fund's Class C shares.

**(b)** Under the Distribution Plan adopted pursuant to Rule 12b-1 under the Act, Class C shares pay the Distributor for distributing its shares at an annual rate of .75% of the value of its average daily net assets. The Distributor may pay one or more Service Agents in respect of advertising, marketing and other distribution services, and determines the amounts, if any, to be paid to Service Agents

and the basis on which such payments are made. During the period ended May 31, 2024, Class C shares were charged \$31,642 pursuant to the Distribution Plan.

(c) Under the Shareholder Services Plan, Class A and Class C shares pay the Distributor at an annual rate of .25% of the value of their average daily net assets for the provision of certain services. The services provided may include personal services relating to shareholder accounts, such as answering shareholder inquiries regarding the fund, and services related to the maintenance of shareholder accounts. The Distributor may make payments to Service Agents (securities dealers, financial institutions or other industry professionals) with respect to these services. The Distributor determines the amounts to be paid to Service Agents. During the period ended May 31, 2024, Class A and Class C shares were charged \$68,367 and \$10,547, respectively, pursuant to the Shareholder Services Plan.

The fund has an arrangement with BNY Mellon Transfer, Inc., (the “Transfer Agent”), a subsidiary of BNY and an affiliate of the Adviser, whereby the fund may receive earnings credits when positive cash balances are maintained, which are used to offset Transfer Agent fees. For financial reporting purposes, the fund includes transfer agent net earnings credits, if any, as an expense offset in the Statement of Operations.

The fund has an arrangement with The Bank of New York Mellon (the “Custodian”), a subsidiary of BNY and an affiliate of the Adviser, whereby the fund will receive interest income or be charged overdraft fees when cash balances are maintained. For financial reporting purposes, the fund includes this interest income and overdraft fees, if any, as interest income in the Statement of Operations.

The fund compensates the Transfer Agent, under a transfer agency agreement, for providing transfer agency and cash management services for the fund. The majority of Transfer Agent fees are comprised of amounts paid on a per account basis, while cash management fees are related to fund subscriptions and redemptions. During the period ended May 31, 2024, the fund was charged \$15,006 for transfer agency services. These fees are included in Shareholder servicing costs in the Statement of Operations. These fees were partially offset by earnings credits of \$5,002.

The fund compensates the Custodian, under a custody agreement, for providing custodial services for the fund. These fees are determined based on net assets, geographic region and transaction activity. During the period ended May 31, 2024, the fund was charged \$354,556 pursuant to the custody agreement.

During the period ended May 31, 2024, the fund was charged \$12,315 for services performed by the fund’s Chief Compliance Officer and his staff. These fees are included in Chief Compliance Officer fees in the Statement of Operations.

The components of “Due to BNY Mellon Investment Adviser, Inc. and affiliates” in the Statement of Assets and Liabilities consist of: management fee of \$4,448,726, Distribution Plan fees of \$5,254, Shareholder Services Plan fees of \$13,385, Custodian fees of \$294,349, Chief Compliance Officer fees of \$5,328 and Transfer Agent fees of \$5,267.

(d) Each board member of the fund also serves as a board member of other funds in the BNY Mellon Family of Funds complex. Annual retainer fees and meeting attendance fees are allocated to each fund based on net assets.

#### **NOTE 4—Securities Transactions:**

The aggregate amount of purchases and sales of investment securities, excluding short-term securities, during the period ended May 31, 2024, amounted to \$278,022,744 and \$432,608,596, respectively.

At May 31, 2024, accumulated net unrealized appreciation on investments was \$2,349,663,556, consisting of \$2,534,204,192 gross unrealized appreciation and \$184,540,636 gross unrealized depreciation.

At May 31, 2024, the cost of investments for federal income tax purposes was substantially the same as the cost for financial reporting purposes (see the Statement of Investments).

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

N/A

Item 9. Proxy Disclosures for Open-End Management Investment Companies. (Unaudited)

N/A

## Item 10. Remuneration Paid to Directors, Officers, and Others of Open-End Management Investment Companies. (Unaudited)

Each board member also serves as a board member of other funds in the BNY Mellon Family of Funds complex. Annual retainer fees and attendance fees are allocated to each fund based on net assets. Directors fees paid by the fund are within Item 7. Statement of Operations as Directors' fees and expenses.

Item 11. Statement Regarding Basis for Approval of Investment Advisory Contract. (Unaudited)

N/A

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