



Vanguard U.S. Stock Index Mid-Capitalization Funds Prospectus

April 29, 2009

Investor Shares & Admiral™ Shares

Vanguard Extended Market Index Fund

Vanguard Mid-Cap Index Fund

Vanguard Mid-Cap Value Index Fund

Vanguard Mid-Cap Growth Index Fund



This prospectus contains financial data for the Funds through the fiscal year ended December 31, 2008.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.



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Why Reading This Prospectus Is Important

This prospectus explains the investment objective, policies, strategies, and risks associated with each Fund. To highlight terms and concepts important to mutual fund investors, we have provided Plain Talk[®] explanations along the way. Reading the prospectus will help you decide whether a Fund is the right investment for you. We suggest that you keep this prospectus for future reference.

Share Class Overview

This prospectus offers the Funds' Investor Shares and Admiral Shares for the Extended Market Index and Mid-Cap Index Funds. Please note that Admiral Shares are *not* available for:

- SIMPLE IRAs and Section 403(b)(7) custodial accounts;
- Other retirement plan accounts receiving special administrative services from Vanguard; or
- Accounts maintained by financial intermediaries, except in limited circumstances.

A separate prospectus offers Signal[®] Shares for the Extended Market Index and Mid-Cap Index Funds, which are generally for Vanguard's institutional clients who invest at least \$1 million and meet other eligibility requirements. Another prospectus offers those Funds' Institutional Shares, which are generally for investors who do not require special employee benefit plan services and who invest a minimum of \$5 million. In addition, each Fund issues an exchange-traded class of shares (ETF Shares), which are also offered through a separate prospectus. A brief description of ETF Shares and how to convert to them appears on pages 54 to 58 of this prospectus.



The Funds' separate share classes have different expenses; as a result, their investment performances will differ.

An investment in a Fund is not a deposit of a bank and is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency.

Fund Profile—Vanguard Extended Market Index Fund

Investment Objective

The Fund seeks to track the performance of a benchmark index that measures the investment return of small- and mid-capitalization stocks.

Primary Investment Strategies

The Fund employs a “passive management”—or indexing—investment approach designed to track the performance of the Standard & Poor's Completion Index, a broadly diversified index of stocks of small and medium-size U.S. companies. The S&P Completion Index contains all of the U.S. common stocks regularly traded on the New York Stock Exchange and the Nasdaq over-the-counter market, except those stocks included in the S&P 500 Index. The Fund invests all, or substantially all, of its assets in stocks of its target index, with nearly 80% of its assets invested in 1,200 stocks in its target index (covering nearly 80% of the Index's total market capitalization), and the rest of its assets in a representative sample of the remaining stocks. The Fund holds a broadly diversified collection of securities that, in the aggregate, approximates the full Index in terms of key characteristics. These key characteristics include industry weightings and market capitalization, as well as certain financial measures, such as price/earnings ratio and dividend yield. For additional information on the Fund's investment strategies, please see **More on the Funds**.

Primary Risks

An investment in the Fund could lose money over short or even long periods. You should expect the Fund's share price and total return to fluctuate within a wide range, like the fluctuations of the overall stock market. The Fund's performance could be hurt by:

- *Stock market risk*, which is the chance that stock prices overall will decline. Stock markets tend to move in cycles, with periods of rising prices and periods of falling prices. The Fund's target index may, at times, become focused in stocks of a particular sector, category, or group of companies. Because the Fund seeks to track its target index, the Fund may underperform the overall stock market.

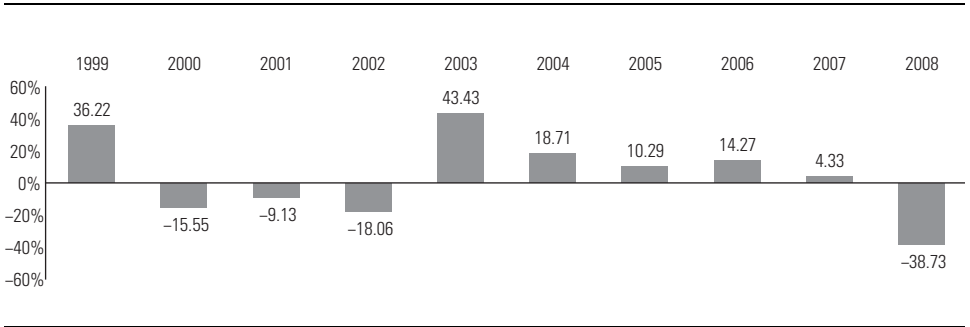


- *Investment style risk*, which is the chance that returns from small- and mid-capitalization stocks will trail returns from the overall stock market. Historically, these stocks have been more volatile in price than the large-cap stocks that dominate the overall market, and they often perform quite differently.

Performance/Risk Information

The following bar chart and table are intended to help you understand the risks of investing in the Fund. The bar chart shows how the performance of the Fund’s Investor Shares has varied from one calendar year to another over the periods shown. The table shows how the average annual total returns of the share class presented compare with those of the Fund’s target index and other comparative indexes. Keep in mind that the Fund’s past performance (before and after taxes) does not indicate how the Fund will perform in the future.

Annual Total Returns—Investor Shares



During the periods shown in the bar chart, the highest return for a calendar quarter was 29.54% (quarter ended December 31, 1999), and the lowest return for a quarter was -26.60% (quarter ended December 31, 2008).



Average Annual Total Returns for Periods Ended December 31, 2008

	1 Year	5 Years	10 Years
Vanguard Extended Market Index Fund Investor Shares			
Return Before Taxes	-38.73%	-0.89%	1.62%
Return After Taxes on Distributions	-38.95	-1.13	0.66
Return After Taxes on Distributions and Sale of Fund Shares	-25.04	-0.77	1.04
Vanguard Extended Market Index Fund Admiral Shares¹			
Return Before Taxes	-38.63%	-0.75%	—
Comparative Indexes (reflect no deduction for fees, expenses, or taxes)			
Dow Jones Wilshire 4500 Completion Index ²	-39.45%	-0.57%	1.75%
Spliced Extended Market Index ³	-38.94	-0.94	1.56
S&P Completion Index	-38.94	—	—

1 From the inception date of the Fund's Admiral Shares on November 13, 2000, through December 31, 2008, the average annual total returns were -0.18% for the Admiral Shares; -0.05% for the Dow Jones Wilshire 4500 Completion Index; and -0.27% for the Spliced Extended Market Index.

2 Effective April 1, 2009, the Dow Jones Wilshire 4500 Completion Index was rebranded to the Dow Jones U.S. Completion Total Stock Market Index.

3 Reflects performance of the Dow Jones Wilshire 4500 Completion Index through June 17, 2005; performance of the S&P Transitional Completion Index from June 18, 2005, through September 16, 2005; and performance of the S&P Completion Index thereafter.

Note on after-tax returns. Actual after-tax returns depend on your tax situation and may differ from those shown in the preceding table. When after-tax returns are calculated, it is assumed that the shareholder was in the highest individual federal marginal income tax bracket at the time of each distribution of income or capital gains or upon redemption. State and local income taxes are not reflected in the calculations. Please note that after-tax returns are shown only for the Investor Shares and will differ for each share class in an amount approximately equal to the difference in expense ratios. After-tax returns are not relevant for a shareholder who holds fund shares in a tax-deferred account, such as an individual retirement account or a 401(k) plan. Also, figures captioned *Return After Taxes on Distributions and Sale of Fund Shares* will be higher than other figures for the same period if a capital loss occurs upon redemption and results in an assumed tax deduction for the shareholder.



Fees and Expenses

The following table describes the fees and expenses you may pay if you buy and hold Investor Shares or Admiral Shares of the Fund. As is the case with all mutual funds, transaction costs incurred by the Fund for buying and selling securities are not reflected in the table. However, these costs *are* reflected in the investment performance figures included in this prospectus. The expenses shown in the following table are based on those incurred in the fiscal year ended December 31, 2008.

Shareholder Fees

(Fees paid directly from your investment)	Investor Shares	Admiral Shares
Sales Charge (Load) Imposed on Purchases	None	None
Purchase Fee	None ¹	None ¹
Sales Charge (Load) Imposed on Reinvested Dividends	None	None
Redemption Fee	None	None
Account Service Fee (for fund account balances below \$10,000)	\$20/year ²	—

Annual Fund Operating Expenses

(Expenses deducted from the Fund's assets)	Investor Shares	Admiral Shares
Management Expenses	0.25%	0.11%
12b-1 Distribution Fee	None	None
Other Expenses	0.05%	0.04%
Total Annual Fund Operating Expenses ³	0.30%	0.15%

1 The Fund reserves the right to deduct a purchase fee from future purchases of shares.

2 If applicable, the account service fee will be collected by redeeming Fund shares in the amount of \$20.

3 The Total Annual Fund Operating Expenses have been restated to reflect expenses being deducted from current Fund assets.

The following examples are intended to help you compare the cost of investing in the Fund's Investor Shares or Admiral Shares with the cost of investing in other mutual funds. They illustrate the hypothetical expenses that you would incur over various periods if you invest \$10,000 in the Fund's shares. These examples assume that the Shares provide a return of 5% a year and that operating expenses remain the same. The results apply whether or not you redeem your investment at the end of the given period.

	1 Year	3 Years	5 Years	10 Years
Investor Shares	\$31	\$97	\$169	\$381
Admiral Shares	15	48	85	192



These examples should not be considered to represent actual expenses or performance from the past or for the future. Actual future expenses may be higher or lower than those shown.

Additional Information

As of December 31, 2008

Net Assets (all share classes)	\$8.9 billion	
Investment Advisor	The Vanguard Group, Inc., Valley Forge, Pa., since inception	
Dividends and Capital Gains	Distributed annually in December	
Suitable for IRAs	Yes	
	Investor Shares	Admiral Shares
Inception Date	December 21, 1987	November 13, 2000
Minimum Initial Investment	\$3,000	\$100,000
Conversion Features	May be converted to Admiral Shares if you meet eligibility requirements	May be converted to Investor shares if you are no longer eligible for Admiral Shares
Newspaper Abbreviation	Extnd	ExtndAdml
Vanguard Fund Number	98	598
CUSIP Number	922908207	922908694
Ticker Symbol	VEXMX	VEXAX

Fund Profile—Vanguard Mid-Cap Index Fund

Investment Objective

The Fund seeks to track the performance of a benchmark index that measures the investment return of mid-capitalization stocks.

Primary Investment Strategies

The Fund employs a “passive management”—or indexing—investment approach designed to track the performance of the Morgan Stanley Capital International (MSCI®) US Mid Cap 450 Index, a broadly diversified index of stocks of medium-size U.S. companies. The Fund attempts to replicate the target index by investing all, or substantially all, of its assets in the stocks that make up the Index, holding each stock in approximately the same proportion as its weighting in the Index. For additional information on the Fund’s investment strategies, please see **More on the Funds**.



Primary Risks

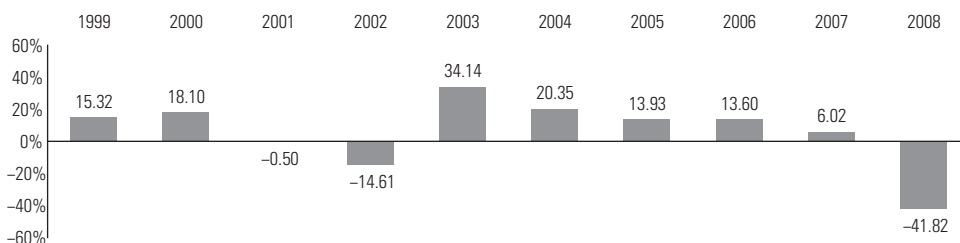
An investment in the Fund could lose money over short or even long periods. You should expect the Fund's share price and total return to fluctuate within a wide range, like the fluctuations of the overall stock market. The Fund's performance could be hurt by:

- *Stock market risk*, which is the chance that stock prices overall will decline. Stock markets tend to move in cycles, with periods of rising prices and periods of falling prices. The Fund's target index may, at times, become focused in stocks of a particular sector, category, or group of companies. Because the Fund seeks to track its target index, the Fund may underperform the overall stock market.
- *Investment style risk*, which is the chance that returns from mid-capitalization stocks will trail returns from the overall stock market. Historically, these stocks have been more volatile in price than the large-cap stocks that dominate the overall market, and they often perform quite differently.

Performance/Risk Information

The following bar chart and table are intended to help you understand the risks of investing in the Fund. The bar chart shows how the performance of the Fund's Investor Shares has varied from one calendar year to another over the periods shown. The table shows how the average annual total returns of the share class presented compare with those of the Fund's target index and other comparative indexes. Keep in mind that the Fund's past performance (before and after taxes) does not indicate how the Fund will perform in the future.

Annual Total Returns—Investor Shares



During the periods shown in the bar chart, the highest return for a calendar quarter was 17.96% (quarter ended December 31, 2001), and the lowest return for a quarter was -25.63% (quarter ended December 31, 2008).



Average Annual Total Returns for Periods Ended December 31, 2008

	1 Year	5 Years	10 Years
Vanguard Mid-Cap Index Fund Investor Shares			
Return Before Taxes	-41.82%	-0.80%	4.08%
Return After Taxes on Distributions	-42.04	-1.03	3.13
Return After Taxes on Distributions and Sale of Fund Shares	-27.01	-0.66	3.04
Vanguard Mid-Cap Index Fund Admiral Shares¹			
Return Before Taxes	-41.78%	-0.71%	—
Comparative Indexes (reflect no deduction for fees, expenses, or taxes)			
S&P MidCap 400 Index	-36.23%	-0.08%	4.46%
Spliced Mid Cap Index ²	-41.80	-0.70	4.00
MSCI US Mid Cap 450 Index	-41.80	-0.70	—

1 From the inception date of the Fund's Admiral Shares on November 12, 2001, through December 31, 2008, the average annual total returns were 2.54% for the Admiral Shares; 3.15% for the S&P MidCap 400 Index; and 2.51% for the Spliced Mid Cap Index.

2 Reflects performance of the S&P MidCap 400 Index through May 16, 2003; and performance of the MSCI US Mid Cap 450 Index thereafter.

Note on after-tax returns. Actual after-tax returns depend on your tax situation and may differ from those shown in the preceding table. When after-tax returns are calculated, it is assumed that the shareholder was in the highest individual federal marginal income tax bracket at the time of each distribution of income or capital gains or upon redemption. State and local income taxes are not reflected in the calculations. Please note that after-tax returns are shown only for the Investor Shares and will differ for each share class in an amount approximately equal to the difference in expense ratios. After-tax returns are not relevant for a shareholder who holds fund shares in a tax-deferred account, such as an individual retirement account or a 401(k) plan. Also, figures captioned *Return After Taxes on Distributions and Sale of Fund Shares* will be higher than other figures for the same period if a capital loss occurs upon redemption and results in an assumed tax deduction for the shareholder.



Fees and Expenses

The following table describes the fees and expenses you may pay if you buy and hold Investor Shares or Admiral Shares of the Fund. As is the case with all mutual funds, transaction costs incurred by the Fund for buying and selling securities are not reflected in the table. However, these costs *are* reflected in the investment performance figures included in this prospectus. The expenses shown in the following table are based on those incurred in the fiscal year ended December 31, 2008.

Shareholder Fees

(Fees paid directly from your investment)	Investor Shares	Admiral Shares
Sales Charge (Load) Imposed on Purchases	None	None
Purchase Fee	None ¹	None ¹
Sales Charge (Load) Imposed on Reinvested Dividends	None	None
Redemption Fee	None	None
Account Service Fee (for fund account balances below \$10,000)	\$20/year ²	—

Annual Fund Operating Expenses

(Expenses deducted from the Fund's assets)	Investor Shares	Admiral Shares
Management Expenses	0.22%	0.10%
12b-1 Distribution Fee	None	None
Other Expenses	0.05%	0.05%
Total Annual Fund Operating Expenses ³	0.27%	0.15%

1 The Fund reserves the right to deduct a purchase fee from future purchases of shares.

2 If applicable, the account service fee will be collected by redeeming Fund shares in the amount of \$20.

3 The Total Annual Fund Operating Expenses have been restated to reflect expenses being deducted from current Fund assets.

The following examples are intended to help you compare the cost of investing in the Fund's Investor Shares or Admiral Shares with the cost of investing in other mutual funds. They illustrate the hypothetical expenses that you would incur over various periods if you invest \$10,000 in the Fund's shares. These examples assume that the Shares provide a return of 5% a year and that operating expenses remain the same. The results apply whether or not you redeem your investment at the end of the given period.

	1 Year	3 Years	5 Years	10 Years
Investor Shares	\$28	\$87	\$152	\$343
Admiral Shares	15	48	85	192



These examples should not be considered to represent actual expenses or performance from the past or for the future. Actual future expenses may be higher or lower than those shown.

Additional Information

As of December 31, 2008

Net Assets (all share classes)	\$12.8 billion	
Investment Advisor	The Vanguard Group, Inc., Valley Forge, Pa., since inception	
Dividends and Capital Gains	Distributed annually in December	
Suitable for IRAs	Yes	
	Investor Shares	Admiral Shares
Inception Date	May 21, 1998	November 12, 2001
Minimum Initial Investment	\$3,000	\$100,000
Conversion Features	May be converted to Admiral Shares if you meet eligibility requirements	May be converted to Investor shares if you are no longer eligible for Admiral Shares
Newspaper Abbreviation	MidCp	MidCpAdml
Vanguard Fund Number	859	5859
CUSIP Number	922908843	922908645
Ticker Symbol	VIMSX	VIMAX

Fund Profile—Vanguard Mid-Cap Value Index Fund

Investment Objective

The Fund seeks to track the performance of a benchmark index that measures the investment return of mid-capitalization value stocks.

Primary Investment Strategies

The Fund employs a “passive management”—or indexing—investment approach designed to track the performance of the MSCI® US Mid Cap Value Index, a broadly diversified index of value stocks of medium-size U.S. companies. The Fund attempts to replicate the target index by investing all, or substantially all, of its assets in the stocks that make up the Index, holding each stock in approximately the same proportion as its weighting in the Index. For additional information on the Fund’s investment strategies, please see **More on the Funds**.



Primary Risks

An investment in the Fund could lose money over short or even long periods. You should expect the Fund's share price and total return to fluctuate within a wide range, like the fluctuations of the overall stock market. The Fund's performance could be hurt by:

- *Stock market risk*, which is the chance that stock prices overall will decline. Stock markets tend to move in cycles, with periods of rising prices and periods of falling prices. The Fund's target index may, at times, become focused in stocks of a particular sector, category, or group of companies. Because the Fund seeks to track its target index, the Fund may underperform the overall stock market.
- *Investment style risk*, which is the chance that returns from mid-capitalization value stocks will trail returns from the overall stock market. Historically, mid-cap stocks have been more volatile in price than the large-cap stocks that dominate the overall market, and they often perform quite differently.

Performance/Risk Information

The following bar chart and table are intended to help you understand the risks of investing in the Fund. The bar chart shows how the performance of the Fund's Investor Shares has varied from one calendar year to another over the periods shown. The table shows how the average annual total returns of the share class presented compare with those of the Fund's target index. Keep in mind that the Fund's past performance (before and after taxes) does not indicate how the Fund will perform in the future.

Annual Total Returns



During the periods shown in the bar chart, the highest return for a calendar quarter was 4.18% (quarter ended March 31, 2007), and the lowest return for a quarter was -24.14% (quarter ended December 31, 2008).



Average Annual Total Returns for Periods Ended December 31, 2008

	1 Year	Since Inception ¹
Vanguard Mid-Cap Value Index Fund Investor Shares		
Return Before Taxes	-36.64%	-15.06%
Return After Taxes on Distributions	-36.98	-15.43
Return After Taxes on Distributions and Sale of Fund Shares	-23.58	-12.60
MSCI US Mid Cap Value Index		
(reflects no deduction for fees, expenses, or taxes)	-36.50%	-14.96%

¹ Since-inception returns are from August 24, 2006—the inception date of the Fund—through December 31, 2008.

Note on after-tax returns. Actual after-tax returns depend on your tax situation and may differ from those shown in the preceding table. When after-tax returns are calculated, it is assumed that the shareholder was in the highest individual federal marginal income tax bracket at the time of each distribution of income or capital gains or upon redemption. State and local income taxes are not reflected in the calculations. Please note that after-tax returns are not relevant for a shareholder who holds fund shares in a tax-deferred account, such as an individual retirement account or a 401(k) plan. Also, figures captioned *Return After Taxes on Distributions and Sale of Fund Shares* will be higher than other figures for the same period if a capital loss occurs upon redemption and results in an assumed tax deduction for the shareholder.

Fees and Expenses

The following table describes the fees and expenses you may pay if you buy and hold Investor Shares of the Fund. As is the case with all mutual funds, transaction costs incurred by the Fund for buying and selling securities are not reflected in the table. However, these costs *are* reflected in the investment performance figures included in this prospectus. The expenses shown in the following table are based on those incurred in the fiscal year ended December 31, 2008.



Shareholder Fees

(Fees paid directly from your investment)

Sales Charge (Load) Imposed on Purchases	None
Purchase Fee	None ¹
Sales Charge (Load) Imposed on Reinvested Dividends	None
Redemption Fee	None
Account Service Fee (for fund account balances below \$10,000)	\$20/year ²

Annual Fund Operating Expenses

(Expenses deducted from the Fund's assets)

Management Expenses	0.22%
12b-1 Distribution Fee	None
Other Expenses	0.08%
Total Annual Fund Operating Expenses ³	0.30%

1 The Fund reserves the right to deduct a purchase fee from future purchases of shares.

2 If applicable, the account service fee will be collected by redeeming fund shares in the amount of \$20.

3 The Total Annual Fund Operating Expenses have been restated to reflect expenses being deducted from current Fund assets.

The following example is intended to help you compare the cost of investing in the Fund's Investor Shares with the cost of investing in other mutual funds. It illustrates the hypothetical expenses that you would incur over various periods if you invest \$10,000 in the Fund's shares. This example assumes that the Shares provide a return of 5% a year and that operating expenses remain the same. The results apply whether or not you redeem your investment at the end of the given period.

1 Year	3 Years	5 Years	10 Years
\$31	\$97	\$169	\$381

This example should not be considered to represent actual expenses or performance from the past or for the future. Actual future expenses may be higher or lower than those shown.



Additional Information

As of December 31, 2008

Net Assets (all share classes)	\$576 million
Investment Advisor	The Vanguard Group, Inc., Valley Forge, Pa., since inception
Dividends and Capital Gains	Distributed annually in December
Suitable for IRAs	Yes
Inception Date	August 24, 2006
Minimum Initial Investment	\$3,000
Newspaper Abbreviation	MdCpVlln
Vanguard Fund Number	835
CUSIP Number	922908520
Ticker Symbol	VMVIX

Fund Profile—Vanguard Mid-Cap Growth Index Fund

Investment Objective

The Fund seeks to track the performance of a benchmark index that measures the investment return of mid-capitalization growth stocks.

Primary Investment Strategies

The Fund employs a “passive management”—or indexing—investment approach designed to track the performance of the MSCI® US Mid Cap Growth Index, a broadly diversified index of growth stocks of medium-size U.S. companies. The Fund attempts to replicate the target index by investing all, or substantially all, of its assets in the stocks that make up the Index, holding each stock in approximately the same proportion as its weighting in the Index. For additional information on the Fund’s investment strategies, please see **More on the Funds**.

Primary Risks

An investment in the Fund could lose money over short or even long periods. You should expect the Fund’s share price and total return to fluctuate within a wide range, like the fluctuations of the overall stock market. The Fund’s performance could be hurt by:

- *Stock market risk*, which is the chance that stock prices overall will decline. Stock markets tend to move in cycles, with periods of rising prices and periods of falling prices. The Fund’s target index may, at times, become focused in stocks of a particular sector, category, or group of companies. Because the Fund seeks to track its target index, the Fund may underperform the overall stock market.



- *Investment style risk*, which is the chance that returns from mid-capitalization growth stocks will trail returns from the overall stock market. Historically, mid-cap stocks have been more volatile in price than the large-cap stocks that dominate the overall market, and they often perform quite differently.

Performance/Risk Information

The following bar chart and table are intended to help you understand the risks of investing in the Fund. The bar chart shows how the performance of the Fund's Investor Shares has varied from one calendar year to another over the periods shown. The table shows how the average annual total returns of the share class presented compare with those of the Fund's target index. Keep in mind that the Fund's past performance (before and after taxes) does not indicate how the Fund will perform in the future.

Annual Total Returns



During the periods shown in the bar chart, the highest return for a calendar quarter was 8.75% (quarter ended June 30, 2007), and the lowest return for a quarter was -27.33% (quarter ended December 31, 2008).

Average Annual Total Returns for Periods Ended December 31, 2008

	1 Year	Since Inception ¹
Vanguard Mid-Cap Growth Index Fund Investor Shares		
Return Before Taxes	-47.07%	-15.19%
Return After Taxes on Distributions	-47.11	-15.25
Return After Taxes on Distributions and Sale of Fund Shares	-30.55	-12.66
MSCI US Mid Cap Growth Index (reflects no deduction for fees, expenses, or taxes)	-47.07%	-15.14%

¹ Since-inception returns are from August 24, 2006—the inception date of the Fund—through December 31, 2008.



Note on after-tax returns. Actual after-tax returns depend on your tax situation and may differ from those shown in the preceding table. When after-tax returns are calculated, it is assumed that the shareholder was in the highest individual federal marginal income tax bracket at the time of each distribution of income or capital gains or upon redemption. State and local income taxes are not reflected in the calculations. Please note that after-tax returns are not relevant for a shareholder who holds fund shares in a tax-deferred account, such as an individual retirement account or a 401(k) plan. Also, figures captioned *Return After Taxes on Distributions and Sale of Fund Shares* will be higher than other figures for the same period if a capital loss occurs upon redemption and results in an assumed tax deduction for the shareholder.

Fees and Expenses

The following table describes the fees and expenses you may pay if you buy and hold Investor Shares of the Fund. As is the case with all mutual funds, transaction costs incurred by the Fund for buying and selling securities are not reflected in the table. However, these costs *are* reflected in the investment performance figures included in this prospectus. The expenses shown in the following table are based on those incurred in the fiscal year ended December 31, 2008.

Shareholder Fees

(Fees paid directly from your investment)

Sales Charge (Load) Imposed on Purchases	None
Purchase Fee	None ¹
Sales Charge (Load) Imposed on Reinvested Dividends	None
Redemption Fee	None
Account Service Fee (for fund account balances below \$10,000)	\$20/year ²

Annual Fund Operating Expenses

(Expenses deducted from the Fund's assets)

Management Expenses	0.23%
12b-1 Distribution Fee	None
Other Expenses	0.07%
Total Annual Fund Operating Expenses ³	0.30%

1 The Fund reserves the right to deduct a purchase fee from future purchases of shares.

2 If applicable, the account service fee will be collected by redeeming fund shares in the amount of \$20.

3 The Total Annual Fund Operating Expenses have been restated to reflect expenses being deducted from current Fund assets.



The following example is intended to help you compare the cost of investing in the Fund's Investor Shares with the cost of investing in other mutual funds. It illustrates the hypothetical expenses that you would incur over various periods if you invest \$10,000 in the Fund's shares. This example assumes that the Shares provide a return of 5% a year and that operating expenses remain the same. The results apply whether or not you redeem your investment at the end of the given period.

1 Year	3 Years	5 Years	10 Years
\$31	\$97	\$169	\$381

This example should not be considered to represent actual expenses or performance from the past or for the future. Actual future expenses may be higher or lower than those shown.

Additional Information

As of December 31, 2008

Net Assets (all share classes)	\$688 million
Investment Advisor	The Vanguard Group, Inc. Valley Forge, Pa., since inception
Dividends and Capital Gains	Distributed annually in December
Inception Date	August 24, 2006
Minimum Initial Investment	\$3,000
Newspaper Abbreviation	MdCpGrIn
Vanguard Fund Number	832
CUSIP Number	922908546
Ticker Symbol	VMGIX



Investing in Index Funds

What Is Indexing?

Indexing is an investment strategy for tracking the performance of a specified market benchmark, or “index.” An index is an unmanaged group of securities whose overall performance is used as a standard to measure the investment performance of a particular market. There are many types of indexes. Some represent entire markets—such as the U.S. stock market or the U.S. bond market. Other indexes cover market segments—such as small-capitalization stocks or short-term bonds.


An index fund holds all, or a representative sample, of the securities that make up its target index. Index funds attempt to mirror the performance of the target index, for better or worse. However, an index fund does not always perform *exactly* like its target index. For example, like all mutual funds, index funds have operating expenses and transaction costs. Market indexes do not, and therefore will usually have a slight performance advantage over funds that track them.

Index funds typically have the following characteristics:

- *Variety of investments.* Most Vanguard index funds generally invest in the securities of a wide variety of companies and industries.
- *Relative performance consistency.* Because they seek to track market benchmarks, index funds usually do not perform dramatically better or worse than their benchmarks.
- *Low cost.* Index funds are inexpensive to run compared with actively managed funds. They have low or no research costs and typically keep trading activity—and thus brokerage commissions and other transaction costs—to a minimum.




More on the Funds

This prospectus describes the primary risks you would face as a Fund shareholder. It is important to keep in mind one of the main axioms of investing: The higher the risk of losing money, the higher the potential reward. The reverse, also, is generally true: The lower the risk, the lower the potential reward. As you consider an investment in any mutual fund, you should take into account your personal tolerance for fluctuations in the securities markets. Look for this  symbol throughout the prospectus. It is used to mark detailed information about the more significant risks that you would confront as a Fund shareholder.

The following sections explain the primary investment strategies and policies that each Fund uses in pursuit of its objective. The Fund's board of trustees, which oversees the Fund's management, may change investment strategies or policies in the interest of shareholders without a shareholder vote, unless those strategies or policies are designated as fundamental. Under normal circumstances, each Fund will invest at least 80% of its assets in the stocks that make up its target index. A Fund may change its 80% policy only upon 60 days' notice to shareholders.

Market Exposure

 *Each Fund is subject to stock market risk, which is the chance that stock prices overall will decline. Stock markets tend to move in cycles, with periods of rising prices and periods of falling prices. A Fund's target index may, at times, become focused in stocks of a particular sector, category, or group of companies. Because each Fund seeks to track its target index, the Fund may underperform the overall stock market.*

To illustrate the volatility of stock prices, the following table shows the best, worst, and average annual total returns for the U.S. stock market over various periods as measured by the Standard & Poor's 500 Index, a widely used barometer of market activity. (Total returns consist of dividend income plus change in market price.) Note that the returns shown do not include the costs of buying and selling stocks or other expenses that a real-world investment portfolio would incur.

U.S. Stock Market Returns (1926–2008)

	1 Year	5 Years	10 Years	20 Years
Best	54.2%	28.6%	19.9%	17.8%
Worst	-43.1	-12.4	-1.4	3.1
Average	11.6	10.3	10.9	11.3

The table covers all of the 1-, 5-, 10-, and 20-year periods from 1926 through 2008. You can see, for example, that although the average return on common stocks for *all*



of the 5-year periods was 10.3%, average returns for *individual* 5-year periods ranged from -12.4% (from 1928 through 1932) to 28.6% (from 1995 through 1999). These average returns reflect *past* performance of common stocks; you should not regard them as an indication of *future* performance of either the stock market as a whole or the Funds in particular.

Keep in mind that the S&P 500 Index tracks mainly large-cap stocks. Historically, mid- and small-cap stocks (such as those held by the Funds) have been more volatile than—and at times have performed quite differently from—the large-cap stocks of the S&P 500 Index.

Similarly, indexes that focus on growth stocks or value stocks will not necessarily perform in the same way as the broader S&P 500 Index. Both growth and value stocks have the potential at times to be more volatile than the broader markets.

Stocks of publicly traded companies and funds that invest in stocks are often classified according to market value, or market capitalization. These classifications typically include small-cap, mid-cap, and large-cap. It's important to understand that, for both companies and stock funds, market-capitalization ranges change over time. Also, interpretations of size vary, and there are no “official” definitions of small-, mid-, and large-cap, even among Vanguard fund advisors. The asset-weighted median market capitalization of each Fund as of December 31, 2008, was:

Vanguard Index Fund	Asset-Weighted Median Market Capitalization
Extended Market	\$1.6 billion
Mid-Cap	3.7
Mid-Cap Value	3.4
Mid-Cap Growth	4.0



Each Fund is subject to investment style risk, which is the chance that returns from the types of stocks in which the Fund invests will trail returns from the overall stock market. Historically, small-cap and mid-cap stocks have been more volatile in price than the large-cap stocks that dominate the overall market, and they often perform quite differently.



Plain Talk About Growth Funds and Value Funds

Growth investing and value investing are two styles employed by stock-fund managers. Growth funds generally focus on stocks of companies believed to have above-average potential for growth in revenue, earnings, cash flow, or other similar criteria. These stocks typically have low dividend yields and above-average prices in relation to such measures as earnings and book value. Value funds typically emphasize stocks whose prices are below average in relation to those measures; these stocks often have above-average dividend yields. Growth and value stocks have historically produced similar long-term returns, though each category has periods when it outperforms the other.

Security Selection

Each Fund attempts to track the investment performance of a benchmark index that measures the return of a particular market segment. The Extended Market Index Fund uses a *sampling method* of indexing, meaning that the Fund's advisor, using sophisticated computer programs, generally selects from the target index a representative sample of securities that will resemble the target index in terms of key risk factors and other characteristics. These include industry weightings, country weightings, market capitalization, and other financial characteristics of stocks.

The remaining Funds use the *replication method* of indexing, meaning that each Fund generally holds the same stocks as its target index, and in approximately the same proportions.

Other Investment Policies and Risks

Each Fund reserves the right to substitute a different index for the index it currently tracks if the current index is discontinued, if the Fund's agreement with the sponsor of its target index is terminated, or for any other reason determined in good faith by the Fund's board of trustees. In any such instance, the substitute index would measure the same market segment as the current index.

Each Fund may invest in foreign securities to the extent necessary to carry out its investment strategy of holding all, substantially all, or a representative sample of the stocks that make up the index it tracks. It is not expected that any Fund will invest more than 5% of its assets in foreign securities.



To track their target indexes as closely as possible, the Funds attempt to remain fully invested in stocks. To help stay fully invested and to reduce transaction costs, the Funds may invest, to a limited extent, in derivatives. Generally speaking, a derivative is a financial contract whose value is based on the value of a financial asset (such as a stock, bond, or currency), a physical asset (such as gold), or a market index (such as the S&P 500 Index). Investments in derivatives may subject the Fund to risks different from, and possibly greater than, those of the underlying securities, assets, or market indexes. The Funds will not use derivatives for speculation or for the purpose of leveraging (magnifying) investment returns.

Cash Management

Each Fund's daily cash balance may be invested in one or more Vanguard CMT Funds, which are very low-cost money market funds. When investing in a Vanguard CMT Fund, each Fund bears its proportionate share of the at-cost expenses of the CMT Fund in which it invests.

Temporary Investment Measures

Each Fund may temporarily depart from its normal investment policies and strategies when doing so is believed to be in the Fund's best interest, so long as the alternative is consistent with the Fund's investment objective. For instance, the Fund may invest beyond the normal limits in derivatives or ETFs that are consistent with the Fund's objective when those instruments are more favorably priced or provide needed liquidity, as might be the case when the Fund receives large cash flows that it cannot prudently invest immediately.

Frequent Trading or Market-Timing

Background. Some investors try to profit from strategies involving frequent trading of mutual fund shares, such as market-timing. For funds holding foreign securities, investors may try to take advantage of an anticipated difference between the price of the fund's shares and price movements in overseas markets, a practice also known as time-zone arbitrage. Investors also may try to engage in frequent trading of funds holding investments such as small-cap stocks and high-yield bonds. As money is shifted into and out of a fund by a shareholder engaging in frequent trading, a fund incurs costs for buying and selling securities, resulting in increased brokerage and administrative costs. These costs are borne by *all* fund shareholders, including the long-term investors who do not generate the costs. In addition, frequent trading may interfere with an advisor's ability to efficiently manage the fund.



Policies to Address Frequent Trading. The Vanguard funds (other than money market funds, short-term bond funds, and Vanguard ETF™ Shares) do not knowingly accommodate frequent trading. The board of trustees of each Vanguard fund has adopted policies and procedures reasonably designed to detect and discourage frequent trading and, in some cases, to compensate the fund for the costs associated with it. Although there is no assurance that Vanguard will be able to detect or prevent frequent trading or market-timing in all circumstances, the following policies have been adopted to address these issues:

- Each Vanguard fund reserves the right to reject any purchase request—including exchanges from other Vanguard funds—without notice and regardless of size. For example, a purchase request could be rejected if Vanguard determines that such purchase may negatively affect a fund’s operation or performance or because of a history of frequent trading by the investor.
- Each Vanguard fund (other than money market funds, short-term bond funds, and ETF Shares) generally prohibits, except as otherwise noted in the **Investing With Vanguard** section, an investor’s purchases or exchanges into a fund account for 60 calendar days after the investor has redeemed or exchanged out of that fund account.
- Certain Vanguard funds charge shareholders purchase and/or redemption fees on transactions.

See the **Investing With Vanguard** section of this prospectus for further details on Vanguard’s transaction policies.

Each fund (other than money market funds), in determining its net asset value, will, when appropriate, use fair-value pricing, as described in the **Share Price** section. Fair-value pricing may reduce or eliminate the profitability of certain frequent-trading strategies.

Do not invest with Vanguard if you are a market-timer.

Plain Talk About Costs of Investing

Costs are an important consideration in choosing a mutual fund. That’s because you, as a shareholder, pay the costs of operating a fund, plus any transaction costs incurred when the fund buys or sells securities. These costs can erode a substantial portion of the gross income or the capital appreciation a fund achieves. Even seemingly small differences in expenses can, over time, have a dramatic effect on a fund’s performance.



Turnover Rate

Although the Funds normally seek to invest for the long term, each Fund may sell securities regardless of how long they have been held. Generally, an index fund sells securities only in response to redemption requests or to adjust the number of shares held to reflect a change in the fund's target index. Turnover rates for mid-cap and small-cap stock index funds tend to be higher than for large-cap index funds (although still relatively low, compared with actively managed stock funds) because the indexes they track are the most likely to change as a result of companies merging, growing, or failing. The **Financial Highlights** section of this prospectus shows historical turnover rates for the Funds. A turnover rate of 100%, for example, would mean that a Fund had sold and replaced securities valued at 100% of its net assets within a one-year period. The average turnover rate for domestic stock funds was approximately 94%, and for indexed domestic stock funds, the average turnover rate was approximately 81%, both as reported by Morningstar, Inc., on December 31, 2008.

Plain Talk About Turnover Rate

Before investing in a mutual fund, you should review its turnover rate. This gives an indication of how transaction costs, which are not included in the fund's expense ratio, could affect the fund's future returns. In general, the greater the volume of buying and selling by the fund, the greater the impact that brokerage commissions and other transaction costs will have on its return. Also, funds with high turnover rates may be more likely to generate capital gains that must be distributed to shareholders as taxable income.

The Funds and Vanguard

Each Fund is a member of The Vanguard Group, a family of 37 investment companies with more than 150 funds holding assets of approximately \$1 trillion. All of the funds that are members of The Vanguard Group share in the expenses associated with administrative services and business operations, such as personnel, office space, equipment, and advertising.

Vanguard also provides marketing services to the funds. Although shareholders do not pay sales commissions or 12b-1 distribution fees, each fund (or in the case of a fund with multiple share classes, each share class of the fund) pays its allocated share of The Vanguard Group's marketing costs.



Plain Talk About Vanguard's Unique Corporate Structure

The Vanguard Group is truly a *mutual* mutual fund company. It is owned jointly by the funds it oversees and thus indirectly by the shareholders in those funds. Most other mutual funds are operated by management companies that may be owned by one person, by a private group of individuals, or by public investors who own the management company's stock. The management fees charged by these companies include a profit component over and above the companies' cost of providing services. By contrast, Vanguard provides services to its member funds on an at-cost basis, with no profit component, which helps to keep the funds' expenses low.

Investment Advisor

The Vanguard Group, Inc. (Vanguard), P.O. Box 2600, Valley Forge, PA 19482, which began operations in 1975, serves as advisor to the Funds through its Quantitative Equity Group. As of December 31, 2008, Vanguard served as advisor for approximately \$874 billion in assets. Vanguard manages the Funds on an at-cost basis, subject to the supervision and oversight of the trustees and officers of the Funds.

For the fiscal year ended December 31, 2008, the advisory expenses for the Extended Market Index and Mid-Cap Index Funds represented an effective annual rate of less than 0.01% of their average net assets. For the Mid-Cap Value Index and Mid-Cap Growth Index Funds, the advisory expenses represented an effective annual rate of 0.01% of their average net assets.

For a discussion of why the board of trustees approved each Fund's investment advisory arrangement, see the most recent semiannual report to shareholders covering the fiscal period ended June 30.

George U. Sauter, Chief Investment Officer and Managing Director of Vanguard. As Chief Investment Officer, he is responsible for the oversight of Vanguard's Quantitative Equity and Fixed Income Groups. The investments managed by these two groups include active quantitative equity funds, equity index funds, active bond funds, index bond funds, stable value portfolios, and money market funds. Since joining Vanguard in 1987, Mr. Sauter has been a key contributor to the development of Vanguard's stock indexing and active quantitative equity investment strategies. He received his A.B. in Economics from Dartmouth College and an M.B.A. in Finance from the University of Chicago.



Sandip A. Bhagat, CFA, Principal of Vanguard and head of Vanguard's Quantitative Equity Group. He has oversight responsibility for all active quantitative equity funds and all indexed equity funds managed by the Quantitative Equity Group. He has managed investment portfolios since 1987 and has been with Vanguard since January 2009. He received his B.S. in Chemical Engineering from the University of Bombay, India, and an M.S. in Chemical Engineering and an M.B.A. from the University of Connecticut.

The managers primarily responsible for the day-to-day management of the Funds are:

Donald M. Butler, CFA, Principal of Vanguard. He has been with Vanguard since 1992; has managed investment portfolios, including the Extended Market Index Fund, since 1997; and has managed the Mid-Cap Index and Mid-Cap Value Index Funds since their inceptions. Education: B.S.B.A., Shippensburg University.

Gerard C. O'Reilly, Principal of Vanguard. He has been with Vanguard since 1992; has managed investment portfolios since 1994; and has managed the Mid-Cap Growth Index Fund since its inception. Education: B.S., Villanova University.

The *Statement of Additional Information* provides information about each portfolio manager's compensation, other accounts under management, and ownership of shares of the Funds.

Dividends, Capital Gains, and Taxes

Fund Distributions

Each Fund distributes to shareholders virtually all of its net income (interest and dividends, less expenses) as well as any net capital gains realized from the sale of its holdings. Distributions generally occur annually in December. In addition, the Funds may occasionally make a supplemental distribution at some other time during the year. You can receive distributions of income or capital gains in cash, or you can have them automatically reinvested in more shares of the Fund.

Plain Talk About Distributions

As a shareholder, you are entitled to your portion of a fund's income from interest and dividends as well as capital gains from the fund's sale of investments. Income consists of both the dividends that the fund earns from any stock holdings and the interest it receives from any money market and bond investments. Capital gains are realized whenever the fund sells securities for higher prices than it paid for them. These capital gains are either short-term or long-term, depending on whether the fund held the securities for one year or less or for more than one year.



Basic Tax Points

Vanguard will send you a statement each year showing the tax status of all your distributions. In addition, investors in taxable accounts should be aware of the following basic federal income tax points:

- Distributions are taxable to you whether or not you reinvest these amounts in additional Fund shares.
- Distributions declared in December—if paid to you by the end of January—are taxable as if received in December.
- Any dividend and short-term capital gains distributions that you receive are taxable to you as ordinary income. If you are an individual and meet certain holding-period requirements with respect to your Fund shares, you may be eligible for reduced tax rates on “qualified dividend income,” if any, distributed by the Fund.
- Any distributions of net long-term capital gains are taxable to you as long-term capital gains, no matter how long you’ve owned shares in the Fund.
- Capital gains distributions may vary considerably from year to year as a result of the Funds’ normal investment activities and cash flows.
- A sale or exchange of Fund shares is a taxable event. This means that you may have a capital gain to report as income, or a capital loss to report as a deduction, when you complete your tax return.
- Any conversion between classes of shares of the *same* fund is a nontaxable event. By contrast, an exchange between classes of shares of *different* funds *is* a taxable event.

Dividend and capital gains distributions that you receive, as well as your gains or losses from any sale or exchange of Fund shares, may be subject to state and local income taxes.

Plain Talk About ‘Buying a Dividend’

Unless you are investing through a tax-deferred retirement account (such as an IRA), you should consider avoiding a purchase of fund shares shortly before the fund makes a distribution, because doing so can cost you money in taxes. This is known as “buying a dividend.” For example: On December 15, you invest \$5,000, buying 250 shares for \$20 each. If the fund pays a distribution of \$1 per share on December 16, its share price will drop to \$19 (not counting market change). You still have only \$5,000 (250 shares x \$19 = \$4,750 in share value, plus 250 shares x \$1 = \$250 in distributions), but you *owe tax* on the \$250 distribution you received—even if you reinvest it in more shares. To avoid “buying a dividend,” check a fund’s distribution schedule before you invest.



General Information

Backup withholding. By law, Vanguard must withhold 28% of any taxable distributions or redemptions from your account if you do not:

- Provide us with your correct taxpayer identification number;
- Certify that the taxpayer identification number is correct; and
- Confirm that you are not subject to backup withholding.

Similarly, Vanguard must withhold taxes from your account if the IRS instructs us to do so.

Foreign investors. Vanguard funds generally are not sold outside the United States, except to certain qualified investors. If you reside outside the United States, please consult our website at www.vanguard.com and review "Non-U.S. investors." Foreign investors should be aware that U.S. withholding and estate taxes may apply to any investments in Vanguard funds.

Invalid addresses. If a dividend or capital gains distribution check mailed to your address of record is returned as undeliverable, Vanguard will automatically reinvest all future distributions until you provide us with a valid mailing address.

Tax consequences. This prospectus provides general tax information only. If you are investing through a tax-deferred retirement account, such as an IRA, special tax rules apply. Please consult your tax advisor for detailed information about a fund's tax consequences for you.

Share Price

Share price, also known as *net asset value* (NAV), is calculated each business day as of the close of regular trading on the New York Stock Exchange, generally 4 p.m., Eastern time. Each share class has its own NAV, which is computed by dividing the total assets, minus liabilities, allocated to each share class by the number of Fund shares outstanding for that class. On holidays or other days when the Exchange is closed, the NAV is not calculated, and the Fund does not transact purchase or redemption requests. However, on those days the value of the Fund's assets may be affected to the extent that the Fund holds foreign securities that trade on foreign markets that are open.

Stocks held by a Vanguard fund are valued at their *market value* when reliable market quotations are readily available. Certain short-term debt instruments used to manage a fund's cash are valued on the basis of amortized cost. The values of any foreign securities held by a fund are converted into U.S. dollars using an exchange rate obtained from an independent third party. The values of any mutual fund shares held by a fund are based on the NAVs of the shares. The values of any ETF or closed-end fund shares held by a fund are based on the market value of the shares.



When a Fund determines that market quotations either are not readily available or do not accurately reflect the value of a security, the security is priced at its *fair value* (the amount that the owner might reasonably expect to receive upon the current sale of the security). A fund also will use fair-value pricing if the value of a security it holds has been materially affected by events occurring before the fund's pricing time but after the close of the primary markets or exchanges on which the security is traded. This most commonly occurs with foreign securities, which may trade on foreign exchanges that close many hours before the fund's pricing time. Intervening events might be company-specific (e.g., earnings report, merger announcement); country-specific (e.g., natural disaster, economic or political news, act of terrorism, interest rate change); or global. Intervening events include price movements in U.S. markets that are deemed to affect the value of foreign securities. Fair-value pricing may be used for domestic securities—for example, if (1) trading in a security is halted and does not resume before the fund's pricing time or if a security does not trade in the course of a day, and (2) the fund holds enough of the security that its price could affect the NAV.

Fair-value prices are determined by Vanguard according to procedures adopted by the board of trustees. When fair-value pricing is employed, the prices of securities used by a fund to calculate the NAV may differ from quoted or published prices for the same securities.

Vanguard fund share prices can be found daily in the mutual fund listings of most major newspapers under various "Vanguard" headings.

Financial Highlights

The following financial highlights tables are intended to help you understand each Fund's financial performance for the periods shown, and certain information reflects financial results for a single Fund share. The total returns in each table represent the rate that an investor would have earned or lost each period on an investment in the Fund (assuming reinvestment of all distributions). This information has been derived from the financial statements audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, whose report—along with each Fund's financial statements—is included in the Funds' most recent annual report to shareholders. You may obtain a free copy of the latest annual or semiannual report online at www.vanguard.com or by contacting Vanguard by telephone or mail.



Plain Talk About How to Read the Financial Highlights Tables

This explanation uses the Extended Market Index Fund's Investor Shares as an example. The Investor Shares began fiscal year 2008 with a net asset value (price) of \$39.89 per share. During the year, each Investor Share earned \$0.392 from investment income (interest and dividends). There was a decline of \$15.862 per share in the value of investments held or sold by the Fund, resulting in a net decline of \$15.47 per share from investment operations.

Shareholders received \$0.41 per share in the form of dividend distributions. A portion of each year's distributions may come from the prior year's income or capital gains.

The share price at the end of the year was \$24.01, reflecting losses of \$15.47 per share and distributions of \$0.41 per share. This was a decrease of \$15.88 per share (from \$39.89 at the beginning of the year to \$24.01 at the end of the year). For a shareholder who reinvested the distributions in the purchase of more shares, the total return was -38.73% for the year.

As of December 31, 2008, the Investor Shares had approximately \$3.1 billion in net assets. For the year, the expense ratio was 0.25% (\$2.50 per \$1,000 of net assets), and the net investment income amounted to 1.22% of average net assets. The Fund sold and replaced securities valued at 13% of its net assets.



Extended Market Index Fund Investor Shares

	Year Ended December 31,				
	2008	2007	2006	2005	2004
Net Asset Value, Beginning of Period	\$39.89	\$38.68	\$34.26	\$31.36	\$26.66
Investment Operations					
Net Investment Income	.392	.453	.447	.350	.284
Net Realized and Unrealized Gain (Loss) on Investments	(15.862)	1.214	4.440	2.880	4.701
Total from Investment Operations	(15.470)	1.667	4.887	3.230	4.985
Distributions					
Dividends from Net Investment Income	(.410)	(.457)	(.467)	(.330)	(.285)
Distributions from Realized Capital Gains	—	—	—	—	—
Total Distributions	(.410)	(.457)	(.467)	(.330)	(.285)
Net Asset Value, End of Period	\$24.01	\$39.89	\$38.68	\$34.26	\$31.36
Total Return¹	-38.73%	4.33%	14.27%	10.29%	18.71%
Ratios/Supplemental Data					
Net Assets, End of Year (Millions)	\$3,080	\$5,254	\$6,172	\$5,441	\$5,484
Ratio of Total Expenses to Average Net Assets	0.25%	0.24%	0.25%	0.25%	0.25%
Ratio of Net Investment Income to Average Net Assets	1.22%	1.13%	1.22%	1.12%	1.05%
Turnover Rate ²	13%	14%	16%	27% ³	17%

1 Total returns do not include the account service fee that may be applicable to certain accounts with balances below \$10,000.

2 Excludes the value of portfolio securities received or delivered as a result of in-kind purchases or redemptions of the Fund's capital shares, including ETF Creation Units.

3 Includes activity related to a change in the Fund's target index.



Extended Market Index Fund Admiral Shares

	Year Ended December 31,				
	2008	2007	2006	2005	2004
Net Asset Value, Beginning of Period	\$39.90	\$38.70	\$34.28	\$31.36	\$26.66
Investment Operations					
Net Investment Income	.443	.510	.503	.409	.315
Net Realized and Unrealized Gain (Loss) on Investments	(15.881)	1.214	4.440	2.880	4.701
Total from Investment Operations	(15.438)	1.724	4.943	3.289	5.016
Distributions					
Dividends from Net Investment Income	(.452)	(.524)	(.523)	(.369)	(.316)
Distributions from Realized Capital Gains	—	—	—	—	—
Total Distributions	(.452)	(.524)	(.523)	(.369)	(.316)
Net Asset Value, End of Period	\$24.01	\$39.90	\$38.70	\$34.28	\$31.36
Total Return	-38.63%	4.48%	14.43%	10.47%	18.82%
Ratios/Supplemental Data					
Net Assets, End of Period (Millions)	\$1,705	\$2,811	\$3,137	\$2,379	\$1,353
Ratio of Total Expenses to Average Net Assets	0.10%	0.09%	0.10%	0.10%	0.15%
Ratio of Net Investment Income to Average Net Assets	1.37%	1.28%	1.37%	1.27%	1.15%
Turnover Rate ¹	13%	14%	16%	27% ²	17%

1 Excludes the value of portfolio securities received or delivered as a result of in-kind purchases or redemptions of the Fund's capital shares, including ETF Creation Units.

2 Includes activity related to a change in the Fund's target index



Mid-Cap Index Fund Investor Shares

	Year Ended December 31,				
	2008	2007	2006	2005	2004
Net Asset Value, Beginning of Period	\$20.70	\$19.78	\$17.63	\$15.64	\$13.13
Investment Operations					
Net Investment Income	.224	.269	.253	.198	.159
Net Realized and Unrealized Gain (Loss) on Investments	(8.894)	.918	2.144	1.983	2.512
Total from Investment Operations	(8.670)	1.187	2.397	2.181	2.671
Distributions					
Dividends from Net Investment Income	(.230)	(.267)	(.247)	(.191)	(.161)
Distributions from Realized Capital Gains	—	—	—	—	—
Total Distributions	(.230)	(.267)	(.247)	(.191)	(.161)
Net Asset Value, End of Period	\$11.80	\$20.70	\$19.78	\$17.63	\$15.64
Total Return¹	-41.82%	6.02%	13.60%	13.93%	20.35%
Ratios/Supplemental Data					
Net Assets, End of Period (Millions)	\$4,652	\$8,075	\$7,677	\$6,399	\$5,234
Ratio of Total Expenses to Average Net Assets	0.22%	0.21%	0.22%	0.22%	0.22%
Ratio of Net Investment Income to Average Net Assets	1.36%	1.30%	1.43%	1.36%	1.26%
Turnover Rate ²	24%	19%	18%	18%	16%

1 Total returns do not include the account service fee that may be applicable to certain accounts with balances below \$10,000.

2 Excludes the value of portfolio securities received or delivered as a result of in-kind purchases or redemptions of the Fund's capital shares, including ETF Creation Units.



Mid-Cap Index Fund Admiral Shares

	Year Ended December 31,				
	2008	2007	2006	2005	2004
Net Asset Value, Beginning of Period	\$93.93	\$89.73	\$79.98	\$70.92	\$59.55
Investment Operations					
Net Investment Income	1.099	1.327	1.226	.946	.771
Net Realized and Unrealized Gain (Loss) on Investments	(40.405)	4.188	9.725	9.022	11.383
Total from Investment Operations	(39.306)	5.515	10.951	9.968	12.154
Distributions					
Dividends from Net Investment Income	(1.134)	(1.315)	(1.201)	(.908)	(.784)
Distributions from Realized Capital Gains	—	—	—	—	—
Total Distributions	(1.134)	(1.315)	(1.201)	(.908)	(.784)
Net Asset Value, End of Period	\$53.49	\$93.93	\$89.73	\$79.98	\$70.92
Total Return	-41.78%	6.17%	13.69%	14.04%	20.42%
Ratios/Supplemental Data					
Net Assets, End of Period (Millions)	\$1,601	\$2,975	\$4,075	\$2,852	\$1,196
Ratio of Total Expenses to Average Net Assets	0.11%	0.10%	0.13%	0.13%	0.13%
Ratio of Net Investment Income to Average Net Assets	1.47%	1.41%	1.52%	1.45%	1.35%
Turnover Rate ¹	24%	19%	18%	18%	16%

¹ Excludes the value of portfolio securities received or delivered as a result of in-kind purchases or redemptions of the Fund's capital shares, including ETF Creation Units.



Mid-Cap Value Index Fund Investor Shares

	Year Ended December 31, Aug. 24, 2006 ¹ to Dec. 31, 2006		
	2008	2007	2006
Net Asset Value, Beginning of Period	\$20.95	\$22.34	\$20.00
Investment Operations			
Net Investment Income	.466 ²	.427	.140
Net Realized and Unrealized Gain (Loss) on Investments	(8.156)	(1.407)	2.340
Total from Investment Operations	(7.690)	(.980)	2.480
Distributions			
Dividends from Net Investment Income	(.340)	(.410)	(.140)
Distributions from Realized Capital Gains	—	—	—
Total Distributions	(.340)	(.410)	(.140)
Net Asset Value, End of Period	\$12.92	\$20.95	\$22.34
Total Return³	-36.64%	-4.37%	12.40%
Ratios/Supplemental Data			
Net Assets, End of Period (Millions)	\$217	\$195	\$65
Ratio of Total Expenses to Average Net Assets	0.25%	0.24%	0.26% ⁴
Ratio of Net Investment Income to Average Net Assets	2.73%	2.48%	2.50% ⁴
Turnover Rate ⁵	45%	46%	16%

1 Inception.

2 Calculated based on average shares outstanding.

3 Total returns do not include the account service fee that may be applicable to certain accounts with balances below \$10,000.

4 Annualized.

5 Excludes the value of portfolio securities received or delivered as a result of in-kind purchases or redemptions of the Fund's capital shares, including ETF Creation Units.



Mid-Cap Growth Index Fund Investor Shares

	Year Ended December 31,		Aug. 24, 2006 ¹ to Dec. 31,
	2008	2007	2006
Net Asset Value, Beginning of Period	\$25.50	\$21.78	\$20.00
Investment Operations			
Net Investment Income	.059	.081 ²	.090
Net Realized and Unrealized Gain (Loss) on Investments	(12.065)	3.686	1.770
Total from Investment Operations	(12.006)	3.767	1.860
Distributions			
Dividends from Net Investment Income	(.064)	(.047)	(.080)
Distributions from Realized Capital Gains	—	—	—
Total Distributions	(.064)	(.047)	(.080)
Net Asset Value, End of Period	\$13.43	\$25.50	\$21.78
Total Return³	-47.07%	17.30%	9.30%
Ratios/Supplemental Data			
Net Assets, End of Period (Millions)	\$275	\$389	\$24
Ratio of Total Expenses to Average Net Assets	0.25%	0.24%	0.26% ⁴
Ratio of Net Investment Income to Average Net Assets	0.37%	0.33%	1.00% ⁴
Turnover Rate ⁵	54%	56%	20%

1 Inception.

2 Calculated based on average shares outstanding.

3 Total returns do not include the account service fee that may be applicable to certain accounts with balances below \$10,000.

4 Annualized.

5 Excludes the value of portfolio securities received or delivered as a result of in-kind purchases or redemptions of the Fund's capital shares, including ETF Creation Units.



Investing With Vanguard

This section of the prospectus explains the basics of doing business with Vanguard. Be sure to carefully read each topic that pertains to your relationship with Vanguard. Vanguard reserves the right to change the following policies, without prior notice to shareholders. Please call or check online for current information.

Each fund you hold in an account is a separate “fund account.” For example, if you hold three funds in a nonretirement account titled in your own name, two funds in a nonretirement account titled jointly with your spouse, and one fund in an individual retirement account, you have six fund accounts—and this is true even if you hold the same fund in multiple accounts.

Purchasing Shares

Vanguard reserves the right, without prior notice, to increase or decrease the minimum amount required to open, convert shares to, or maintain a fund account, or to add to an existing fund account.

Investment minimums may differ for certain categories of investors.

Account Minimums for Investor Shares

To open and maintain an account. \$3,000.

Add to an existing account. By Automatic Investment Plan; \$100 by check, exchange, wire, or electronic bank transfer (other than Automatic Investment Plan).

Vanguard reserves the right, without prior notice, to increase or decrease the minimum amount required to open or maintain a fund account, or to add to an existing fund account.

Account Minimums for Admiral Shares

To open and maintain an account. \$100,000 for new investors. Shareholders who are registered on *Vanguard.com*, have held shares of the Fund for ten years, and have \$50,000 or more in the same Fund account are eligible to convert their Investor Shares to Admiral Shares. See *Converting Shares*. Institutional clients should contact Vanguard for information on special rules that may apply to them.

Add to an existing account. By Automatic Investment Plan; \$100 by check, exchange, wire, or electronic bank transfer (other than Automatic Investment Plan).

How to Initiate a Purchase Request

Be sure to check *Exchanging Shares*, *Frequent-Trading Limits*, and *Other Rules You Should Know* before placing your purchase request.



Online. You may open certain types of accounts, request an electronic bank transfer, and make an exchange (using the proceeds from the redemption of shares from one Vanguard fund to simultaneously purchase shares of a different Vanguard fund) through our website at www.vanguard.com if you are a registered user.

By telephone. You may call Vanguard to begin the account registration process or request that the account-opening forms be sent to you. You may also request a purchase of shares by wire, by electronic bank transfer, or by an exchange. See *Contacting Vanguard*.

By mail. You may send your account registration form and check to open a new fund account at Vanguard. To add to an existing fund account, you may send your check with an Invest-by-Mail form (from your account statement), with a deposit slip (available online), or with a written request. You may also send a written request to Vanguard to make an exchange. For a list of Vanguard addresses, see *Contacting Vanguard*.

How to Pay for a Purchase

By electronic bank transfer. You may purchase shares of a Vanguard fund through an electronic transfer of money held in a designated bank account. To establish the electronic bank transfer option on an account, you must designate a bank account online, complete a special form, or fill out the appropriate section of your account registration form. After the option is set up on your account, you can purchase shares by electronic bank transfer on a regular schedule (Automatic Investment Plan) or from time to time. Your purchase request can be initiated online, by telephone, or by mail.

By wire. Wiring instructions vary for different types of purchases. Please call Vanguard for instructions and policies on purchasing shares by wire. See *Contacting Vanguard*.

By check. You may send a check to make initial or additional purchases to your fund account. Also see *How to Initiate a Purchase Request: By mail*. Make your check payable to Vanguard and include the appropriate fund number (e.g., Vanguard—xx). For a list of Fund numbers (for Funds and share classes in this prospectus), see *Contacting Vanguard*.

By exchange. You may purchase shares of a Vanguard fund using the proceeds from the simultaneous redemption of shares from another Vanguard fund. You may initiate an exchange online (if you are a registered user of *Vanguard.com*), by telephone, or by mail. See *Exchanging Shares*.

Trade Date

The trade date for any purchase request received in good order will depend on the day and time Vanguard receives your request, the manner in which you are paying, and the type of fund you are purchasing. Your purchase will be executed using the NAV as calculated on the trade date. NAVs are calculated only on days the New York Stock Exchange (NYSE) is open for trading (a business day).



For purchases by **check** into all funds other than money market funds, and for purchases by **exchange** or **wire** into all funds: If the purchase request is received by Vanguard on a business day before the close of regular trading on the NYSE (generally 4 p.m., Eastern time), the trade date will be the same day. If the purchase request is received on a business day after the close of regular trading on the NYSE, or on a nonbusiness day, the trade date will be the next business day.

For purchases by **check** into money market funds: If the purchase request is received by Vanguard on a business day before the close of regular trading on the NYSE (generally 4 p.m., Eastern time), the trade date will be the next business day. If the purchase request is received on a business day after the close of regular trading on the NYSE, or on a nonbusiness day, the trade date will be the second business day following the day Vanguard receives the purchase request. Because money market instruments must be purchased with federal funds and it takes a money market mutual fund one business day to convert check proceeds into federal funds, the trade date will be one business day later than for other funds.

For purchases by electronic bank transfer using an **Automatic Investment Plan**: Your trade date generally will be one business day before the date you designated for withdrawal from your bank account.

For purchases by **electronic bank transfer** not using an Automatic Investment Plan: If the purchase request is received by Vanguard on a business day before 10 p.m., Eastern time, the trade date generally will be the next business day. If the purchase request is received on a business day after 10 p.m., Eastern time, or on a nonbusiness day, the trade date will be the second business day following the day Vanguard receives the request.

If your purchase request is not accurate and complete, it may be rejected. See *Other Rules You Should Know—Good Order*.

For further information about purchase transactions, consult our website at www.vanguard.com or see *Contacting Vanguard*.

Other Purchase Rules You Should Know

Admiral Shares. Please note that Admiral Shares are *not* available for:

- SIMPLE IRAs and Section 403(b)(7) custodial accounts;
- Other retirement plan accounts receiving special administrative services from Vanguard; or
- Accounts maintained by financial intermediaries, except in limited circumstances.

Check purchases. All purchase checks must be written in U.S. dollars and must be drawn on a U.S. bank. Vanguard does not accept cash, traveler's checks, or money



orders. In addition, Vanguard may refuse “starter checks” and checks that are not made payable to Vanguard.

New accounts. We are required by law to obtain from you certain personal information that we will use to verify your identity. If you do not provide the information, we may not be able to open your account. If we are unable to verify your identity, Vanguard reserves the right, without prior notice, to close your account or take such other steps as we deem reasonable.

Refused or rejected purchase requests. Vanguard reserves the right to stop selling fund shares or to reject any purchase request at any time and without prior notice, including, but not limited to, purchases requested by exchange from another Vanguard fund. This also includes the right to reject any purchase request because of a history of frequent trading by the investor or because the purchase may negatively affect a fund’s operation or performance.

Large purchases. Please call Vanguard before attempting to invest a large dollar amount.

No cancellations. Vanguard will not accept your request to cancel any purchase request once processing has begun. Please be careful when placing a purchase request.

Converting Shares

When a conversion occurs, you receive shares of one class in place of shares of another class of the same fund. At the time of conversion, the dollar value of the “new” shares you receive equals the dollar value of the “old” shares that were converted. In other words, the conversion has no effect on the value of your investment in the fund at the time of the conversion. However, the number of shares you own after the conversion may be greater than or less than the number of shares you owned before the conversion, depending on the net asset values of the two share classes.

A conversion between share classes of the same fund is a *nontaxable* event.

Trade Date

The trade date for any conversion request received in good order will depend on the day and time Vanguard receives your request. Your conversion will be executed using the NAVs of the different share classes on the trade date. NAVs are calculated only on days that the NYSE is open for trading (a business day).



For a conversion request (other than a request to convert to ETF Shares) received by Vanguard on a business day before the close of regular trading on the NYSE (generally 4 p.m., Eastern time), the trade date will be the same day. For a conversion request received on a business day after the close of regular trading on the NYSE, or on a nonbusiness day, the trade date will be the next business day. See *Other Rules You Should Know*. (Please see *Conversion Privilege* in the ETF Shares section for information on conversions to ETF Shares.)

Conversions From Investor Shares to Admiral Shares

Self-directed conversions. If your account balance in the Fund is at least \$100,000, you may ask Vanguard to convert your Investor Shares to Admiral Shares. You can make conversion requests online (if you are a registered user of *Vanguard.com*), by telephone, or by mail. See *Contacting Vanguard*.

Automatic conversions. Vanguard conducts periodic reviews of account balances and may, if your account balance in the Fund exceeds \$100,000, automatically convert your Investor Shares to Admiral Shares. You will be notified before an automatic conversion occurs and will have an opportunity to instruct Vanguard not to effect the conversion.

Tenure conversions. You are eligible for a tenure conversion from Investor Shares to Admiral Shares if you have had an account in the Fund for ten years, that account balance is at least \$50,000, and you are registered with *Vanguard.com*. You may request a tenure conversion online, by telephone, or by mail.

Conversions to Institutional Shares

You are eligible for a self-directed conversion from another share class to Institutional Shares of the same Fund (if available), provided that your account meets all Institutional Shares' eligibility requirements. Registered users of our website, *www.vanguard.com*, may request a conversion online, or you may contact Vanguard by telephone or by mail to request this transaction. Accounts that qualify for Institutional Shares will not be automatically converted.

Mandatory Conversions to Another Share Class

If an account no longer meets the balance requirements for a share class, Vanguard may automatically convert the shares in the account to another share class, as appropriate. A decline in the account balance because of market movement may result in such a conversion. Vanguard will notify the investor in writing before any mandatory conversion occurs.



Redeeming Shares

How to Initiate a Redemption Request

Be sure to check *Exchanging Shares*, *Frequent-Trading Limits*, and *Other Rules You Should Know* before placing your redemption request.

Online. You may redeem shares, request an electronic bank transfer, and make an exchange (the purchase of shares of one Vanguard fund using the proceeds of a simultaneous redemption from another Vanguard fund) through our website at www.vanguard.com if you are a registered user.

By telephone. You may call Vanguard to request a redemption of shares by wire, by electronic bank transfer, by check, or by an exchange. See *Contacting Vanguard*.

By mail. You may send a written request to Vanguard to redeem from a fund account or to make an exchange. See *Contacting Vanguard*.

How to Receive Redemption Proceeds

By electronic bank transfer. You may have the proceeds of a fund redemption sent directly to a designated bank account. To establish the electronic bank transfer option on an account, you must designate a bank account online, complete a special form, or fill out the appropriate section of your account registration form. After the option is set up on your account, you can redeem shares by electronic bank transfer on a regular schedule (Automatic Withdrawal Plan) or from time to time. Your redemption request can be initiated online, by telephone, or by mail.

By wire. When redeeming from a money market fund or a bond fund, you may instruct Vanguard to wire your redemption proceeds (\$1,000 minimum) to a previously designated bank account. Wire redemptions generally are not available for Vanguard's balanced or stock funds. The wire redemption option is *not automatic*; you must designate a bank account online, complete a special form, or fill out the appropriate section of your account registration form. Vanguard generally charges a \$5 fee for wire redemptions under \$5,000.

By exchange. You may have the proceeds of a Vanguard fund redemption invested directly in shares of another Vanguard fund. You may initiate an exchange online (if you are a registered user of *Vanguard.com*), by telephone, or by mail.

By check. If you have not chosen another redemption method, Vanguard will mail you a redemption check, normally within two business days of your trade date.

Trade Date

The trade date for any redemption request received in good order will depend on the day and time Vanguard receives your request and the manner in which you are



redeeming. Your redemption will be executed using the NAV as calculated on the trade date. NAVs are calculated only on days that the NYSE is open for trading (a business day).

For redemptions by **check**, **exchange**, or **wire**: If the redemption request is received by Vanguard on a business day before the close of regular trading on the NYSE (generally 4 p.m., Eastern time), the trade date will be the same day. If the redemption request is received on a business day after the close of regular trading on the NYSE, or on a nonbusiness day, the trade date will be the next business day.

- Note on timing of wire redemptions from money market funds: For telephone requests received by Vanguard on a business day before 10:45 a.m., Eastern time (2 p.m., Eastern time, for Vanguard Prime Money Market Fund), the redemption proceeds generally will leave Vanguard by the close of business the same day. For telephone requests received by Vanguard on a business day after those cut-off times, or on a nonbusiness day, and for all requests other than by telephone, the redemption proceeds generally will leave Vanguard by the close of business on the next business day.
- Note on timing of wire redemptions from bond funds: For requests received by Vanguard on a business day before the close of regular trading on the NYSE (generally 4 p.m., Eastern time), the redemption proceeds generally will leave Vanguard by the close of business on the next business day. For requests received by Vanguard on a business day after the close of regular trading on the NYSE, or on a nonbusiness day, the redemption proceeds generally will leave Vanguard by the close of business on the second business day after Vanguard receives the request.

For redemptions by electronic bank transfer using an **Automatic Withdrawal Plan**: Your trade date generally will be the date you designated for withdrawal of funds (redemption of shares) from your Vanguard account. Proceeds of redeemed shares generally will be credited to your designated bank account two business days after your trade date. If the date you designated for withdrawal of funds from your Vanguard account falls on a weekend, holiday, or other nonbusiness day, your trade date will be the previous business day.

For redemptions by **electronic bank transfer** not using an Automatic Withdrawal Plan: If the redemption request is received by Vanguard on a business day before the close of regular trading on the NYSE (generally 4 p.m., Eastern time), the trade date will be the same day. If the redemption request is received on a business day after the close of regular trading on the NYSE, or on a nonbusiness day, the trade date will be the next business day.

If your redemption request is not accurate and complete, it may be rejected. See *Other Rules You Should Know—Good Order*.



For further information about redemption transactions, consult our website at www.vanguard.com or see *Contacting Vanguard*.

Other Redemption Rules You Should Know

Documentation for certain accounts. Special documentation may be required to redeem from certain types of accounts, such as trust, corporate, nonprofit, or retirement accounts. Please call us *before* attempting to redeem from these types of accounts.

Potentially disruptive redemptions. Vanguard reserves the right to pay all or part of a redemption in kind—that is, in the form of securities—if we reasonably believe that a cash redemption would negatively affect the fund’s operation or performance or that the shareholder may be engaged in market-timing or frequent trading. Under these circumstances, Vanguard also reserves the right to delay payment of the redemption proceeds for up to seven calendar days. By calling us *before* you attempt to redeem a large dollar amount, you may avoid in-kind or delayed payment of your redemption. Please see *Frequent-Trading Limits* for information about Vanguard’s policies to limit frequent trading.

Recently purchased shares. Although you can redeem shares at any time, proceeds may not be made available to you until the fund collects payment for your purchase. This may take up to ten calendar days for shares purchased by check or by electronic bank transfer. If you have written a check on a fund with checkwriting privileges, that check may be rejected if your fund account does not have a sufficient available balance.

Share certificates. If you hold shares in certificates, those shares cannot be redeemed, exchanged, or converted until you return the certificates (unsigned) to Vanguard by registered mail. For the correct address, see *Contacting Vanguard*.

Address change. If you change your address online or by telephone, there may be a 15-day restriction on your ability to make online and telephone redemptions. You can request a redemption in writing at any time. Confirmations of address changes are sent to both the old and new addresses.

Payment to a different person or address. At your request, we can make your redemption check payable to a different person or send it to a different address. However, this requires the written consent of all registered account owners and may require a signature guarantee. You may obtain a signature guarantee from some commercial or savings banks, credit unions, trust companies, or member firms of a U.S. stock exchange. A notary public cannot provide a signature guarantee.

No cancellations. Vanguard will not accept your request to cancel any redemption request once processing has begun. Please be careful when placing a redemption request.



Emergency circumstances. Vanguard funds can postpone payment of redemption proceeds for up to seven calendar days. In addition, Vanguard funds can suspend redemptions and/or postpone payments of redemption proceeds beyond seven calendar days at times when the NYSE is closed or during emergency circumstances, as determined by the SEC.

Exchanging Shares

An exchange occurs when you use the proceeds from the redemption of shares of one Vanguard fund to simultaneously purchase shares of a different Vanguard fund. You can make exchange requests online (if you are a registered user of *Vanguard.com*), by telephone, or by mail. See *Purchasing Shares* and *Redeeming Shares*.

If the NYSE is open for regular trading (a business day) at the time an exchange request is received in good order, the trade date generally will be the same day. See *Other Rules You Should Know—Good Order* for additional information on all transaction requests.

Please note that Vanguard reserves the right, without prior notice, to revise or terminate the exchange privilege, limit the amount of any exchange, or reject an exchange, at any time, for any reason.

Frequent-Trading Limits

Because excessive transactions can disrupt management of a fund and increase the fund's costs for all shareholders, Vanguard places certain limits on frequent trading in the Vanguard funds. Each Vanguard fund (other than money market funds, short-term bond funds, and ETF Shares) limits an investor's purchases or exchanges into a fund account for 60 calendar days after the investor has redeemed or exchanged out of that fund account.

For Vanguard Retirement Investment Program pooled plans, the policy applies to exchanges made online or by phone.

The frequent-trading policy *does not* apply to the following:

- Purchases of shares with reinvested dividend or capital gains distributions.
- Transactions through Vanguard's Automatic Investment Plan, Automatic Exchange Service, Direct Deposit Service, Automatic Withdrawal Plan, Required Minimum Distribution Service, and Vanguard Small Business Online®.
- Redemptions of shares to pay fund or account fees.
- Transaction requests submitted by mail to Vanguard from shareholders who hold their accounts directly with Vanguard. (Transaction requests submitted by fax are not mail transactions and *are* subject to the policy.)



- Transfers and reregistrations of shares within the same fund.
- Purchases of shares by asset transfer or direct rollover.
- Conversions of shares from one share class to another in the same fund.
- Checkwriting redemptions.
- Section 529 college savings plans.
- Certain approved institutional portfolios and asset allocation programs, as well as trades made by Vanguard funds that invest in other Vanguard funds. (Please note that *shareholders* of Vanguard's funds of funds *are* subject to the policy.)

For participants in employer-sponsored defined contribution plans,* the frequent-trading policy *does not* apply to:

- Purchases of shares with participant payroll or employer contributions or loan repayments.
- Purchases of shares with reinvested dividend or capital gains distributions.
- Distributions, loans, and in-service withdrawals from a plan.
- Redemptions of shares as part of a plan termination or at the direction of the plan.
- Automated transactions executed during the first six months of a participant's enrollment in the Vanguard Managed Account Program.
- Redemptions of shares to pay fund or account fees.
- Share or asset transfers or rollovers.
- Reregistrations of shares.
- Conversions of shares from one share class to another in the same fund.
- Exchange requests submitted by mail to Vanguard. (Exchange requests submitted by fax are not mail requests and remain subject to the policy.)

* The following Vanguard fund accounts are subject to the frequent-trading policy: SEP-IRAs, SIMPLE IRAs, certain Section 403(b)(7) accounts, and Vanguard Retirement Plans for which Vanguard Fiduciary Trust Company serves as trustee.

Accounts Held by Institutions (Other Than Defined Contribution Plans)

Vanguard will systematically monitor for frequent trading in institutional clients' accounts. If we detect suspicious trading activity, we will investigate and take appropriate action, which may include applying to a client's accounts the 60-day policy previously described, prohibiting a client's purchases of fund shares, and/or eliminating the client's exchange privilege.



Accounts Held by Intermediaries

When intermediaries establish accounts in Vanguard funds for the benefit of their clients, we cannot always monitor the trading activity of the individual clients. However, we review trading activity at the omnibus level, and if we detect suspicious activity, we will investigate and take appropriate action. If necessary, Vanguard may prohibit additional purchases of fund shares by an intermediary or by an intermediary for the benefit of certain of the intermediary's clients. Intermediaries may also monitor their clients' trading activities with respect to Vanguard funds.

For those Vanguard funds that charge purchase or redemption fees, intermediaries will be asked to assess purchase and redemption fees on shareholder and participant accounts and remit these fees to the funds. The application of purchase and redemption fees and frequent-trading policies may vary among intermediaries. There are no assurances that Vanguard will successfully identify all intermediaries or that intermediaries will properly assess purchase and redemption fees or administer frequent-trading policies. If you invest with Vanguard through an intermediary, please read that firm's materials carefully to learn of any other rules or fees that may apply.

Other Rules You Should Know

Prospectus and Shareholder Report Mailings

Vanguard attempts to eliminate the unnecessary expense of duplicate mailings by sending just one prospectus and/or report when two or more shareholders have the same last name and address. You may request individual prospectuses and reports by contacting our Client Services Department in writing, by telephone, or by e-mail.

Vanguard.com

Registration. If you are a registered user of *Vanguard.com*, you can use your personal computer to review your account holdings; to buy, sell, or exchange shares of most Vanguard funds; and to perform most other transactions. You must register for this service online.

Electronic delivery. Vanguard can deliver your account statements, transaction confirmations, and fund financial reports electronically. If you are a registered user of *Vanguard.com*, you can consent to the electronic delivery of these documents by logging on and changing your mailing preference under "Account Profile." You can revoke your electronic consent at any time, and we will begin to send paper copies of these documents within 30 days of receiving your notice.

Telephone Transactions

Automatic. When we set up your account, we'll automatically enable you to do business with us by telephone, *unless you instruct us otherwise in writing.*



Tele-Account®. To conduct account transactions through Vanguard’s automated telephone service, you must first obtain a Personal Identification Number (PIN). Call Tele-Account at 800-662-6273 to obtain a PIN, and allow seven days after requesting the PIN before using this service.

Proof of a caller’s authority. We reserve the right to refuse a telephone request if the caller is unable to provide the requested information or if we reasonably believe that the caller is not an individual authorized to act on the account. Before we allow a caller to act on an account, we may request the following information:

- Authorization to act on the account (as the account owner or by legal documentation or other means).
- Account registration and address.
- Fund name and account number, if applicable.
- Other information relating to the caller, the account holder, or the account.

Good Order

We reserve the right to reject any transaction instructions that are not in “good order.” Good order generally means that your instructions include:

- The fund name and account number.
- The amount of the transaction (stated in dollars, shares, or percentage).

Written instructions also must include:

- Signatures of all registered owners.
- Signature guarantees, if required for the type of transaction. (Call Vanguard for specific signature-guarantee requirements.)
- Any supporting documentation that may be required.

The requirements vary among types of accounts and transactions.

Vanguard reserves the right, without prior notice, to revise the requirements for good order.

Future Trade-Date Requests

Vanguard does not accept requests to hold a purchase, conversion, redemption, or exchange transaction for a future date. All such requests will receive trade dates as previously described in *Purchasing Shares, Converting Shares, and Redeeming Shares*. Vanguard reserves the right to return future-dated purchase checks.

Accounts With More Than One Owner

If an account has more than one owner or authorized person, Vanguard will accept telephone or online instructions from any one owner or authorized person.



Responsibility for Fraud

Vanguard will not be responsible for any account losses because of fraud if we reasonably believe that the person transacting business on an account is authorized to do so. Please take precautions to protect yourself from fraud. Keep your account information private, and immediately review any account statements that we provide to you. It is important that you contact Vanguard immediately about any transactions you believe to be unauthorized.

Uncashed Checks

Please cash your distribution or redemption checks promptly. Vanguard will not pay interest on uncashed checks.

Unusual Circumstances

If you experience difficulty contacting Vanguard online, by telephone, or by Tele-Account, you can send us your transaction request by regular or express mail. See *Contacting Vanguard* for addresses.

Investing With Vanguard Through Other Firms

You may purchase or sell shares of most Vanguard funds through a financial intermediary, such as a bank, broker, or investment advisor. Please consult your financial intermediary to determine which, if any, shares are available through that firm and to learn about other rules that may apply.

Please see *Frequent-Trading Limits—Accounts Held by Intermediaries* for information about the assessment of redemption fees and monitoring of frequent trading for accounts held by intermediaries.

Account Service Fee

For most shareholders, Vanguard charges a \$20 account service fee on all fund accounts that have a balance below \$10,000 for any reason, including market fluctuation. The account service fee applies to both retirement *and* nonretirement fund accounts and will be assessed on fund accounts in all Vanguard funds, regardless of a fund's minimum investment amount. The fee, which will be collected by redeeming fund shares in the amount of \$20, will be deducted from a fund account only once per calendar year.

If you register on *Vanguard.com* and elect to receive electronic delivery of statements, reports, and other materials for all of your fund accounts, the account service fee for balances below \$10,000 will not be charged, so long as that election remains in effect.



The account service fee also *does not* apply to the following:

- Money market sweep accounts owned in connection with a Vanguard Brokerage Services® account.
- Accounts held through intermediaries.
- Accounts held by Voyager, Voyager Select, and Flagship members. Membership is based on total household assets held at Vanguard, with a minimum of \$100,000 to qualify for Vanguard Voyager Services®, \$500,000 for Vanguard Voyager Select Services®, and \$1 million for Vanguard Flagship Services®. Vanguard determines membership by aggregating assets of all eligible accounts held by the investor and immediate family members who reside at the same address. Aggregate assets include investments in Vanguard mutual funds, Vanguard ETFs™, annuities through Vanguard, the Vanguard 529 Plan, certain small-business accounts, and employer-sponsored retirement plans for which Vanguard provides recordkeeping services.
- Participant accounts in employer-sponsored defined contribution plans.* Please consult your enrollment materials for the rules that apply to your account.
- Section 529 college savings plans.

* The following Vanguard fund accounts have alternative fee structures: SIMPLE IRAs, certain Section 403(b)(7) accounts, Vanguard Retirement Investment Program pooled plans, and Vanguard Retirement Plans for which Vanguard Fiduciary Trust Company serves as trustee.

Low-Balance Accounts

Each Fund reserves the right to liquidate a fund account whose balance falls below the minimum initial investment for any reason, including market fluctuation. This policy applies to nonretirement fund accounts and accounts that are held through intermediaries.

Right to Change Policies

In addition to the rights expressly stated elsewhere in this prospectus, Vanguard reserves the right to (1) alter, add, or discontinue any conditions of purchase (including eligibility requirements), redemption, exchange, conversion, service, or privilege at any time without prior notice; (2) accept initial purchases by telephone; (3) freeze any account and/or suspend account services if Vanguard has received reasonable notice of a dispute regarding the assets in an account, including notice of a dispute between the registered or beneficial account owners, or if we reasonably believe a fraudulent transaction may occur or has occurred; (4) temporarily freeze any account and/or suspend account services upon initial notification to Vanguard of the death of the shareholder until Vanguard receives required documentation in good order; (5) alter, impose, discontinue, or waive any redemption fee, account service fee, or other fees



charged to a group of shareholders; and (6) redeem an account or suspend account privileges, without the owner's permission to do so, in cases of threatening conduct or suspicious, fraudulent, or illegal activity. Changes may affect any or all investors. These actions will be taken when, at the sole discretion of Vanguard management, we reasonably believe they are deemed to be in the best interest of a fund.

Share Classes

Vanguard reserves the right, without prior notice, to change the eligibility requirements of its share classes, including the types of clients who are eligible to purchase each share class.

Fund and Account Updates

Confirmation Statements

We will send (or provide online, whichever you prefer) a confirmation of your trade date and the amount of your transaction when you buy, sell, exchange, or convert shares. However, we will not send confirmations reflecting only checkwriting redemptions or the reinvestment of dividend or capital gains distributions. For any month in which you had a checkwriting redemption, a Checkwriting Activity Statement will be sent to you itemizing the checkwriting redemptions for that month. Promptly review each confirmation statement that we provide to you by mail or online. It is important that you contact Vanguard immediately with any questions you may have about any transaction reflected on a confirmation statement, or Vanguard will consider the transaction properly processed.

Portfolio Summaries

We will send (or provide online, whichever you prefer) quarterly portfolio summaries to help you keep track of your accounts throughout the year. Each summary shows the market value of your account at the close of the statement period, as well as all distributions, purchases, redemptions, exchanges, transfers, and conversions for the current calendar year. Promptly review each summary that we provide to you by mail or online. It is important that you contact Vanguard immediately with any questions you may have about any transaction reflected on the summary, or Vanguard will consider the transaction properly processed.



Tax Statements

For most taxable accounts, we will send annual tax statements to assist you in preparing your income tax returns. These statements, which are generally mailed in January, will report the previous year's dividend and capital gains distributions, proceeds from the sale of shares, and distributions from IRAs and other retirement plans. Registered users can view these statements online.

Average-Cost Review Statements

For most taxable accounts, average-cost review statements will accompany annual 1099B tax forms. These tax forms show the average cost of shares that you redeemed during the previous calendar year, using the average-cost single-category method, which is one of the methods established by the IRS.

Annual and Semiannual Reports

We will send (or provide online, whichever you prefer) financial reports about Vanguard U.S. Stock Index Mid-Capitalization Funds twice a year, in February and August. These comprehensive reports include overviews of the financial markets and provide the following specific Fund information:

- Performance assessments and comparisons with industry benchmarks.
- Financial statements with listings of Fund holdings.

Portfolio Holdings

We generally post on our website at www.vanguard.com, in the **Portfolio** section of each Fund's Portfolio & Management page, a detailed list of the securities held by the Fund, as of the most recent calendar-quarter-end. This list is generally updated within 30 days after the end of each calendar quarter. Vanguard may exclude any portion of these portfolio holdings from publication when deemed in the best interest of the Fund. We also generally post the ten largest stock portfolio holdings of the Fund and the percentage of the Fund's total assets that each of these holdings represents, as of the most recent calendar-quarter-end. This list is generally updated within 15 calendar days after the end of each calendar quarter. Please consult the Fund's *Statement of Additional Information* or our website for a description of the policies and procedures that govern disclosure of the Fund's portfolio holdings.



Contacting Vanguard

Web

Vanguard.com 24 hours a day, 7 days a week	For the most complete source of Vanguard news For fund, account, and service information For most account transactions For literature requests
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Phone

Vanguard Tele-Account® 800-662-6273 (ON-BOARD)	For automated fund and account information For exchange transactions (subject to limitations) Toll-free, 24 hours a day, 7 days a week
Investor Information 800-662-7447 (SHIP) (Text telephone for people with hearing impairment at 800-952-3335)	For fund and service information For literature requests Business hours only: Monday–Friday, 8 a.m. to 10 p.m., Eastern time; Saturday, 9 a.m. to 4 p.m., Eastern time
Client Services 800-662-2739 (CREW) (Text telephone for people with hearing impairment at 800-749-7273)	For account information For most account transactions Business hours only: Monday–Friday, 8 a.m. to 10 p.m., Eastern time; Saturday, 9 a.m. to 4 p.m., Eastern time
Admiral Service Center 888-237-9949	For Admiral account information For most Admiral transactions Business hours only: Monday–Friday, 8 a.m. to 10 p.m., Eastern time; Saturday, 9 a.m. to 4 p.m., Eastern time
Institutional Division 888-809-8102	For information and services for large institutional investors Business hours only: Monday–Friday, 8:30 a.m. to 9 p.m., Eastern time
Intermediary Sales Support 800-997-2798	For information and services for financial intermediaries including broker-dealers, trust institutions, insurance companies, and financial advisors Business hours only: Monday–Friday, 8:30 a.m. to 7 p.m., Eastern time



Vanguard Addresses

Please be sure to use the correct address, depending on your method of delivery. Use of an incorrect address could delay the processing of your transaction.

Regular Mail (Individuals)	The Vanguard Group P.O. Box 1110 Valley Forge, PA 19482-1110
Regular Mail (Institutions)	The Vanguard Group P.O. Box 2900 Valley Forge, PA 19482-2900
Registered, Express, or Overnight	The Vanguard Group 455 Devon Park Drive Wayne, PA 19087-1815

Fund Numbers

Please use the specific fund number when contacting us:

	Investor Shares	Admiral Shares
Vanguard Extended Market Index Fund	98	598
Vanguard Mid-Cap Index Fund	859	5859
Vanguard Mid-Cap Value Index Fund	835	—
Vanguard Mid-Cap Growth Index Fund	832	—

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ETF Shares

In addition to Investor Shares or Admiral Shares, certain Vanguard funds offer a class of shares, known as Vanguard ETF* Shares, that are listed for trading on a national securities exchange. If you own Investor Shares or Admiral Shares issued by one of these funds, you may convert those shares to ETF Shares of the same fund.

Note: Vanguard reserves the right to modify or terminate the conversion privilege in the future.

Each Fund offers an ETF Share class:

Fund	ETF Shares	Ticker Symbol
Vanguard Extended Market Index Fund	Vanguard Extended Market ETF	VXF
Vanguard Mid-Cap Index Fund	Vanguard Mid-Cap ETF	VO
Vanguard Mid-Cap Value Index Fund	Vanguard Mid-Cap Value ETF	VOE
Vanguard Mid-Cap Growth Index Fund	Vanguard Mid-Cap Growth ETF	VOT

Although ETF Shares represent an investment in the same portfolio of securities as Investor Shares or Admiral Shares, they have different characteristics and may appeal to a different group of investors. It is important that you understand the differences before deciding whether to convert your shares to ETF Shares.

The following material summarizes key information about ETF Shares. A separate prospectus with more complete information about ETF Shares is also available. Investors should review that prospectus before deciding whether to convert.

Differences Between ETF Shares and Conventional Mutual Fund Shares

Investor Shares or Admiral Shares are “conventional” mutual fund shares; that is, they can be purchased from and redeemed with the issuing fund for cash at a net asset value (NAV) calculated once a day. ETF Shares, by contrast, cannot be purchased from or redeemed with the issuing fund, except as noted.

An organized secondary trading market is expected to exist for ETF Shares, unlike conventional mutual fund shares, because ETF Shares are listed for trading on a national securities exchange. Investors can purchase and sell ETF Shares on the secondary market through a broker. Secondary-market transactions occur not at NAV, but at market prices that change throughout the day based on the supply of, and demand for, ETF Shares and on changes in the prices of the fund’s portfolio holdings.

*U.S. Pat. No. 6,879,964 B2; 7,337,138.



The market price of a fund's ETF Shares will differ somewhat from the NAV of those shares. The difference between market price and NAV is expected to be small most of the time, but in times of extreme market volatility the difference may become significant.

Buying and Selling ETF Shares

Vanguard ETF Shares must be held in a brokerage account. Therefore, before acquiring ETF Shares, whether through a conversion or an open-market purchase, you must have an account with a broker.

You buy and sell ETF Shares in the same way you buy and sell any other exchange-traded security—on the open market, through a broker. In most cases, the broker will charge you a commission to execute the transaction. Unless imposed by your broker, there is no minimum dollar amount you must invest and no minimum number of ETF Shares you must purchase. Because open-market transactions occur at market prices, you may pay more than NAV when you buy ETF Shares and receive less than NAV when you sell those shares.

If you own conventional shares of a Vanguard fund that issues ETF Shares, you can convert those shares to ETF Shares of equivalent value—but you cannot convert back. See “Conversion Privilege” for a discussion of the conversion process.

There is one other way to buy and sell ETF Shares. Investors can purchase and redeem ETF Shares directly from the issuing fund at NAV if they do so (1) through certain authorized broker-dealers, (2) in large blocks of shares known as Creation Units, and (3) in exchange for baskets of securities rather than cash. However, because Creation Units will be worth millions of dollars, and because most investors prefer to transact in cash rather than with securities, it is expected that only a limited number of institutional investors will purchase and redeem ETF Shares this way.

Risks

ETF Shares issued by a fund are subject to the same risks as conventional shares of the same fund. ETF Shares also are subject to the following risks:

- The market price of a fund's ETF Shares will vary somewhat from the NAV of those shares. Therefore, you may pay more than NAV when buying ETF Shares and you may receive less than NAV when selling them.
- ETF Shares cannot be redeemed with the Fund, except in Creation Unit aggregations. Therefore, if you no longer wish to own ETF Shares, you must sell them on the open market. Although ETF Shares will be listed for trading on a national securities exchange, it is possible that an active trading market may not be maintained.



- Trading of a fund's ETF Shares on an exchange may be halted if exchange officials deem such action appropriate, if the shares are delisted from the listing exchange, or if the activation of marketwide "circuit breakers" (which are tied to large decreases in stock prices) halts stock trading generally.

Fees and Expenses

When you buy and sell ETF Shares through a brokerage firm, you will pay whatever commissions the firm charges. You also will incur the cost of the "bid-asked spread," which is the difference between the price a dealer will pay for a security and the somewhat higher price at which the dealer will sell the same security. If you convert from conventional shares to ETF Shares, you will *not* pay a brokerage commission or a bid-asked spread. However, Vanguard charges \$50 for each conversion transaction, and your broker may impose its own conversion fees as well.

Account Services

Because you hold ETF Shares through a brokerage account, Vanguard will have no record of your ownership unless you hold the shares through Vanguard Brokerage Services® (Vanguard Brokerage). Your broker will service your account. For example, the broker will provide account statements, confirmations of your purchases and sales of ETF Shares, and year-end tax information. The broker also will be responsible for ensuring that you receive shareholder reports and other communications from the fund whose ETF Shares you own. You will receive certain services (e.g., dividend reinvestment and average-cost information) only if your broker offers those services.

Conversion Privilege

Owners of conventional shares issued by the Funds may convert those shares to ETF Shares of equivalent value of the same fund. *Please note that investors who own conventional shares through a 401(k) plan or other employer-sponsored retirement or benefit plan may not convert those shares to ETF Shares.* Vanguard imposes a \$50 charge on conversion transactions and reserves the right, in the future, to raise or lower the fee and to limit or terminate the conversion privilege. Your broker may charge an additional fee to process a conversion. ETF Shares, whether acquired through a conversion or purchased on the open market, cannot be converted to conventional shares of the same fund. Similarly, ETF Shares of one fund cannot be exchanged for ETF Shares of another fund.

Unless you are an Authorized Participant, you must hold ETF Shares in a brokerage account. Thus, before converting conventional shares to ETF Shares, you must have an existing, or open a new, brokerage account. To initiate a conversion of conventional shares to ETF Shares, please contact your broker.



Please note that upon converting your conventional mutual fund shares to ETF Shares, you will need to select a cost-basis method of accounting for your ETF Shares. Options for your cost-basis method will depend on your historical transaction activity in the conventional shares. Prior to conversion, please consult your tax advisor to identify your options and select a method. You should also contact your broker to ensure that the method you choose is offered by your particular brokerage firm.

Converting conventional shares to ETF Shares generally is accomplished as follows. First, after your broker notifies Vanguard of your request to convert, Vanguard will transfer your conventional shares from your account to the broker's omnibus account with Vanguard (an account maintained by the broker on behalf of all its customers who hold conventional Vanguard fund shares through the broker). After the transfer, Vanguard's records will reflect your broker, not you, as the owner of the shares. Next, your broker will instruct Vanguard to convert the appropriate number or dollar amount of conventional shares in its omnibus account to ETF Shares of equivalent value, based on the respective net asset values of the two share classes.

Your Fund's transfer agent will reflect ownership of all ETF Shares in the name of the Depository Trust Company (DTC). The DTC will keep track of which ETF Shares belong to your broker, and your broker, in turn, will keep track of which ETF Shares belong to you.

Because the DTC is unable to handle fractional shares, only whole shares will be converted. For example, if you owned 300.250 conventional shares, and this was equivalent in value to 90.750 ETF Shares, the DTC account would receive 90 ETF Shares. Conventional shares worth 0.750 ETF Shares (in this example, that would be 2.481 conventional shares) would remain in the broker's omnibus account with Vanguard. Your broker then could either (1) credit your account with 0.750 ETF Shares rather than 2.481 conventional shares, or (2) redeem the 2.481 conventional shares at net asset value, in which case you would receive cash in place of those shares. If your broker chooses to redeem your conventional shares, you will realize a gain or loss on the redemption that must be reported on your tax return (unless you hold the shares in an IRA or other tax-deferred account). Please consult your broker for information on how it will handle the conversion process, including whether it will impose a fee to process a conversion.

If you convert your conventional shares to ETF Shares through Vanguard Brokerage, *all* conventional shares for which you request conversion will be converted to ETF Shares of equivalent value. Because no fractional shares will have to be sold, the transaction will be 100% tax-free. Vanguard Brokerage does not impose a conversion fee over and above the fee imposed by Vanguard.



Here are some important points to keep in mind when converting conventional shares of a Vanguard fund to ETF Shares:

- The conversion transaction is nontaxable except, as applicable, to the limited extent as previously described.
- The conversion process can take anywhere from several days to several weeks, depending on your broker. Vanguard generally will process conversion requests either on the day they are received or on the next business day. Vanguard imposes conversion blackout windows around the dates when a fund with ETF Shares declares dividends. This is necessary to prevent a shareholder from collecting a dividend from both the conventional share class currently held and also from the ETF share class to which the shares will be converted.
- Until the conversion process is complete, you will remain fully invested in a fund's conventional shares, and your investment will increase or decrease in value in tandem with the net asset value of those shares.
- During the conversion process, you will be able to liquidate all or part of your investment by instructing Vanguard or your broker (depending on who maintains records of your share ownership) to redeem your conventional shares. After the conversion process is complete, you will be able to liquidate all or part of your investment by instructing your broker to sell your ETF Shares.



Glossary of Investment Terms

Active Management. An investment approach that seeks to exceed the average returns of the financial markets. Active managers rely on research, market forecasts, and their own judgment and experience in selecting securities to buy and sell.

Authorized Participant. Institutional investors that are permitted to purchase Creation Units directly from, and redeem Creation Units directly with, the fund. To be an Authorized Participant, an entity must be a participant in the Depository Trust Company and must enter into an agreement with the fund's Distributor.

Bid-Asked Spread. The difference between what a buyer is willing to bid (pay) for a security and the seller's asking (offer) price.

Capital Gains Distribution. Payment to mutual fund shareholders of gains realized on securities that a fund has sold at a profit, minus any realized losses.

Cash Investments. Cash deposits, short-term bank deposits, and money market instruments that include U.S. Treasury bills and notes, bank certificates of deposit (CDs), repurchase agreements, commercial paper, and banker's acceptances.

Circuit Breaker. A rule that requires a halt in trading in the U.S. stock markets for a specific period of time when the Dow Jones Industrial Average declines by a specified percentage during the course of a trading day.

Common Stock. A security representing ownership rights in a corporation. A stockholder is entitled to share in the company's profits, some of which may be paid out as dividends.

Creation Unit. A large block of a specified number of ETF Shares. Authorized Participants may purchase and redeem ETF Shares from the fund only in Creation Unit-size aggregations.

Dividend Distribution. Payment to mutual fund shareholders of income from interest or dividends generated by a fund's investments.

Expense Ratio. The percentage of a fund's average net assets used to pay its expenses during a fiscal year. The expense ratio includes management expenses—such as advisory fees, account maintenance, reporting, accounting, legal, and other administrative expenses—and any 12b-1 distribution fees. It does not include the transaction costs of buying and selling portfolio securities.

Inception Date. The date on which the assets of a fund (or one of its share classes) are first invested in accordance with the fund's investment objective. For funds with a subscription period, the inception date is the day after that period ends. Investment performance is measured from the inception date.



Median Market Capitalization. An indicator of the size of companies in which a fund invests; the midpoint of market capitalization (market price x shares outstanding) of a fund's stocks, weighted by the proportion of the fund's assets invested in each stock. Stocks representing half of the fund's assets have market capitalizations above the median, and the rest are below it.

Passive Management. A low-cost investment strategy in which a mutual fund attempts to track—rather than outperform—a specified market benchmark or “index”; also known as indexing.

Price/Earnings (P/E) Ratio. The current share price of a stock, divided by its per-share earnings (profits). A stock selling for \$20, with earnings of \$2 per share, has a price/earnings ratio of 10.

Principal. The face value of a debt instrument or the amount of money put into an investment.

Securities. Stocks, bonds, money market instruments, and other investment vehicles.

Total Return. A percentage change, over a specified time period, in a mutual fund's net asset value, assuming the reinvestment of all distributions of dividends and capital gains.

Volatility. The fluctuations in value of a mutual fund or other security. The greater a fund's volatility, the wider the fluctuations in its returns.

Yield. Income (interest or dividends) earned by an investment, expressed as a percentage of the investment's price.





Vanguard[®]

P.O. Box 2600
Valley Forge, PA 19482-2600

Connect with Vanguard[®] > www.vanguard.com

For More Information

If you would like more information about Vanguard U.S. Stock Index Mid-Capitalization Funds, the following documents are available free upon request:

Annual/Semiannual Reports to Shareholders

Additional information about the Funds' investments is available in the Funds' annual and semiannual reports to shareholders. In the annual reports, you will find a discussion of the market conditions and investment strategies that significantly affected the Funds' performance during their last fiscal year.

Statement of Additional Information (SAI)

The SAI provides more detailed information about the Funds.

The current annual and semiannual reports and the SAI are incorporated by reference into (and are thus legally a part of) this prospectus.

To receive a free copy of the latest annual or semiannual reports or the SAI, or to request additional information about the Funds or other Vanguard funds, please visit www.vanguard.com or contact us as follows:

The Vanguard Group
Investor Information Department
P.O. Box 2600
Valley Forge, PA 19482-2600
Telephone: 800-662-7447 (SHIP)
Text telephone for people with hearing impairment:
800-952-3335

If you are a current Vanguard shareholder and would like information about your account, account transactions, and/or account statements, please call:

Client Services Department

Telephone: 800-662-2739 (CREW)

Text telephone for people with hearing impairment:
800-749-7273

Information Provided by the Securities and Exchange Commission (SEC)

You can review and copy information about the Funds (including the SAI) at the SEC's Public Reference Room in Washington, DC. To find out more about this public service, call the SEC at 202-551-8090. Reports and other information about the Funds are also available in the EDGAR database on the SEC's Internet site at www.sec.gov, or you can receive copies of this information, for a fee, by electronic request at the following e-mail address: publicinfo@sec.gov, or by writing the Public Reference Section, Securities and Exchange Commission, Washington, DC 20549-0102.

Funds' Investment Company Act file number: 811-2652

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Account Registration Form

Use this form to open a nonretirement mutual fund account.

Do not use this form to open a retirement account or a brokerage account.

Vanguard funds are registered for sale to U.S. residents only. You must provide your U.S. address on this form.

Questions?

Call 800-662-7447.

If you need other forms or want to complete this form online, visit our website at www.vanguard.com/serviceforms.

1. Type of Account *Check only one.*

Individual

Account owned by one person.

Joint

Account owned by two or more people. You should verify that this registration is valid in your state. Joint accounts are registered as "joint tenants with right of survivorship" unless you indicate otherwise below.

Joint Account Registration *i.e., tenants in common, community property*

Uniform Gifts to Minors Act/Uniform Transfers to Minors Act (UGMA/UTMA)

Account established as an irrevocable gift or transfer of assets to a minor. An adult custodian administers the account.

State Under Whose Laws the Gift or Transfer Is Being Made

Guardian

Account administered by a court-appointed guardian or conservator.

Important: You must submit an original or certified copy (within 60 days) of the court appointment of the guardian or conservator.

Please enter the trustee information in Section 2 and the trust information in Section 3.

All currently serving trustees must sign in Section 10.

Trust *for an existing trust only*

Account established to invest assets held in a trust.

Important: You must send us a copy of the pages of the trust agreement that show the name of the trust, the trust date, and a listing of all trustees and their signatures.

Organization or other entity, including estate

Account owned by an entity.



Organization Information *organizations and other entities only*

Registration Type *Check one.* **Required Documentation**

You must send us a copy of the required documentation and, in most cases, a completed Vanguard Organization Resolution form. ➤

<input type="checkbox"/> Corporation	Articles of incorporation, state-issued charter, or certificate of good standing
<input type="checkbox"/> Endowment	Pages in the trust document that show the name of the endowment and a listing of all trustees and their signatures
<input type="checkbox"/> Estate*	A certified copy of the court appointment (within 60 days) of fiduciary, such as letters testamentary or letters of administration
<input type="checkbox"/> Foundation	Articles of incorporation
<input type="checkbox"/> Partnership	Partnership agreement
<input type="checkbox"/> Professional association, professional corporation, or limited liability corporation	Articles of association, certificate of organization, or similar document
<input type="checkbox"/> Sole proprietorship	Document filed to form the proprietorship
<input type="checkbox"/> Unincorporated enterprise	Document evidencing the existence of the enterprise, such as the charter or resolution
<input type="checkbox"/> Other <i>Specify type.</i>	Document filed to form the organization (if a legal entity), or organization bylaws or similar document (if not a legal entity)

*You don't need to send us a Vanguard Organization Resolution for this registration type.

Organization Description *Check one if it describes the organization.*

<input type="checkbox"/> Broker-dealer	<input type="checkbox"/> National bank
<input type="checkbox"/> Mutual fund	<input type="checkbox"/> State-regulated bank
<input type="checkbox"/> Government agency or instrumentality	
<input type="checkbox"/> Publicly traded on the Nasdaq (except small-cap issues), NYSE, or NYSE Arca	Ticker Symbol

Name of Organization

Name of Organization <i>as shown on federal tax documents</i>	
Employer ID Number	<input type="checkbox"/> Organization is exempt from backup withholding.

Country Where Organization Established

<input type="checkbox"/> U.S. <input type="checkbox"/> Other
Country of Establishment <i>if not U.S.</i>

Tax Residency

<input type="checkbox"/> U.S. <input type="checkbox"/> Other
Country of Tax Residence <i>if not U.S.</i>



2. Account Owner Information *Please print in capital letters and use black ink.*

Every person to be registered on the account must provide all of the requested information. For all accounts, except for trusts and organizations, the first individual listed will be named first in the account registration. This individual's Social Security number will be used for tax-reporting purposes, and his or her address will be used as the primary address for any mailings.

For trusts and organizations, the Social Security number or individual taxpayer ID number listed in this section will not be used for tax reporting, but the first mailing address listed will be the primary address for any mailings. **All current trustees and executors must complete and sign this form.**

If all account owners are not of legal adult age for the state in which they reside (18 for most states, 19 in Alabama, and 21 in Mississippi), we cannot open the account (unless the account is to be opened as a custodian account for a minor and the custodian is identified on the following page).

Name of Owner, Minor, Trustee, or Organization Representative

Provide your full, legal name. >	Name <i>first, middle, last</i>	
	Birth Date <i>mm/dd/yyyy</i>	E-Mail Address <i>optional</i>
If you have applied for an SSN or ITIN but have not received it, enter the date on which you applied. >	Daytime Phone <i>area code, number, extension</i>	Evening Phone <i>area code, number, extension</i>
	Social Security Number (SSN) <i>or</i> Individual Taxpayer ID Number (ITIN)	

You must complete this entire section. >	Citizenship <input type="checkbox"/> U.S. <input type="checkbox"/> Resident alien <input type="checkbox"/> Nonresident alien Country of Citizenship <i>if not U.S.</i>	Tax Residency <input type="checkbox"/> U.S. <input type="checkbox"/> Other Country of Tax Residence <i>if not U.S.</i>
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Mailing Address

Street or P.O. Box	
City, State, Zip	Country <i>if not U.S.</i>

This is required if it is different from your mailing address or if your mailing address is a P.O. box. >

Street Address *P.O. box or rural route is NOT acceptable; address can be military APO or FPO.*

Street	
City, State, Zip	Country <i>if not U.S.</i>



Name of Joint Owner, Custodian, Co-Trustee, or Organization Representative

If you need more space to list additional owners, provide the information on a separate sheet.

Provide your full, legal name. >

Name <i>first, middle, last</i>	
Birth Date <i>mm/dd/yyyy</i>	E-Mail Address <i>optional</i>
Daytime Phone <i>area code, number, extension</i>	Evening Phone <i>area code, number, extension</i>
Social Security Number <i>or</i> Individual Taxpayer ID Number	

If you have applied for an SSN or ITIN but have not received it, enter the date on which you applied. >

You must complete this entire section. >

Citizenship

<input type="checkbox"/> U.S.	<input type="checkbox"/> Resident alien	<input type="checkbox"/> Nonresident alien
Country of Citizenship <i>if not U.S.</i>		

Tax Residency

<input type="checkbox"/> U.S.	<input type="checkbox"/> Other
Country of Tax Residence <i>if not U.S.</i>	

Mailing Address

Street or P.O. Box	
City, State, Zip	Country <i>if not U.S.</i>

This is required if it is different from your mailing address or if your mailing address is a P.O. box. >

Street Address *P.O. box or rural route is NOT acceptable; address can be military APO or FPO.*

Street	
City, State, Zip	Country <i>if not U.S.</i>

3. Trust Information *trust accounts only*

Only grantor trusts may use the grantor's SSN. All other trusts must provide an EIN. >

Name of Trust <i>Provide full, legal name of trust.</i>	
Employer ID Number <i>or</i> Social Security Number	Date of Trust Agreement <i>mm/dd/yyyy</i>
Type of Trust <i>Check all that apply.</i> <input type="checkbox"/> Living trust <input type="checkbox"/> "Under will" <input type="checkbox"/> Grantor trust	Name of Grantor <i>if grantor trust</i>

Country Where Trust Established

<input type="checkbox"/> U.S.	<input type="checkbox"/> Other
Country of Establishment <i>if not U.S.</i>	

Tax Residency

<input type="checkbox"/> U.S.	<input type="checkbox"/> Other
Country of Tax Residence <i>if not U.S.</i>	



4. Funds You Would Like to Invest In

Refer to the enclosed fund prospectus(es) or visit www.vanguard.com for fund names, numbers, and minimum investment amounts. Be sure the funds you want are currently open to new investors. If you need more space, provide the information on a separate sheet.

Be sure you meet the minimum initial investment for the fund. You must list both fund name and fund number.

Fund Name	Fund Number	Amount \$
Fund Name	Fund Number	Amount \$
Fund Name	Fund Number	Amount \$
Fund Name	Fund Number	Amount \$

Note: We charge a \$20 annual account service fee for each Vanguard fund with a balance of less than \$10,000 in an account. This fee does not apply if you sign up for account access on Vanguard.com and choose electronic delivery of statements, confirmations, fund reports, and prospectuses. This fee also does not apply to members of our enhanced services, which require a minimum of \$100,000 in total household assets held at Vanguard by you and your immediate family members who reside at the same address.

Total \$

5. How You Would Like to Make Your Initial Investment *Check only one.*

For this option, you must complete Section 8.

<input type="checkbox"/> By check <i>Make check payable to Vanguard. If you are investing in more than one fund, you may write a single check for the total amount.</i>	Amount \$
<input type="checkbox"/> By electronic transfer <i>Make a one-time withdrawal from the bank account listed in Section 8.</i>	Amount \$
<input type="checkbox"/> By wire <i>You must first call Vanguard at 800-662-7447 for instructions. We will provide you with a temporary account number.</i>	Amount \$
Temporary Account Number	Date of Wire <i>mm/dd/yyyy</i>



6. Distribution Options *Check only one.*

Your selection will apply to all funds opened through this form, and you may change your distribution options at any time. If you do not select an option, all distributions (dividends and capital gains) will be reinvested in additional shares of the same fund.

<input type="checkbox"/> Reinvest dividends and capital gains in additional shares of the same fund.
<input type="checkbox"/> Mail dividends and capital gains by check to my mailing address.
<input type="checkbox"/> Deposit dividends and capital gains by electronic transfer to my bank account.

For this option, you must complete Section 8. >

7. Automatic Investment Plan *optional*

Transfer money from your bank account to your Vanguard account on a set schedule.*

You cannot use automatic investment to pay for your initial investment. If you need more space to list funds or specify a different schedule for each fund, provide the information on a separate sheet.

For this option, you must complete Section 8. >

Fund Name	Fund Number	Amount \$

Check only one. >

Transfer Schedule If you do not make a selection, we will transfer assets monthly on the 15th.** <input type="checkbox"/> Monthly <input type="checkbox"/> Every other month <input type="checkbox"/> Quarterly	
Starting Month	Day of the Month <i>between the 5th and the 25th</i>

Please allow two weeks to establish this option once we receive this form. >

*Your Vanguard account will be credited one business day before the withdrawal from your bank account.
 **If the date you choose falls on a weekend, holiday, or other nonbusiness day, the amount will be transferred on the next business day.



8. Electronic Transfers and Wire Redemptions

Complete this section if you selected electronic transfer in Section 5 or Section 6, or the automatic investment plan in Section 7. If the name(s) on your bank account are not identical to the name(s) on your Vanguard account, also complete the Electronic Bank Transfer Service Form.

Providing your bank information also enables you to make future requests for electronic transfers* and wire redemptions** by telephone or online.

You must attach a voided check.

Tape or clip your voided check here. **>**
Do not staple.

J.A. Sample 123 Street Anywhere, USA 12345	YOUR BANK YOUR CITY USA 123456789	87654
PAY TO THE ORDER OF _____ \$ _____		_____ DOLLARS
VOID AFTER 60 DAYS		
MEMO _____		
I: 123456789:	12345678987654321:11	87654
Bank Routing Number	Bank Account Number	Check Number

If you do not have a check, provide your account information below. In addition, attach either a preprinted deposit slip or a letter from your bank that contains your account information and the name(s) on the bank account.

Provide this information only if you do not have a voided check to attach. **>**

Bank Name	Bank Telephone Number
Account Type <input type="checkbox"/> Savings <input type="checkbox"/> Other <i>specify type</i>	
Bank Account Number	
Bank Routing Number <i>located in the bottom left corner of your check</i>	
Name(s) on Bank Account	

*Electronic transfers can take several days, depending on the timing of your request. For electronic transfers, your bank, savings and loan, or credit union must be a member of the Automated Clearing House (ACH) network, and your account type must permit electronic transfers.

**Wire redemptions are available for money market and most bond funds, and there may be associated costs. For wire redemptions, your bank must be a member of the Federal Reserve System.



9. Checkwriting *optional*

This option is only available for money market funds and for bond funds other than Vanguard High-Yield Corporate Fund.

Minimum amount per check is \$250. All registered account owners must sign in Section 10 exactly as the checks will be signed. For custodial accounts, only the custodian should sign. If you do not indicate the number of signatures required on checks, the signature of one account owner will be required.

You should receive your checkbook in two to three weeks. ➤

Fund Name	Fund Number	Number of Signatures Required on Checks
Fund Name	Fund Number	Number of Signatures Required on Checks
Fund Name	Fund Number	Number of Signatures Required on Checks

10. Signatures of All Account Owners

Important information about opening a new account. Vanguard is required by federal law to obtain from each person who opens an account certain personal information—including name, street address, and date of birth—that will be used to verify identity. If you do not provide us with this information, we will not be able to open the account. If we are unable to verify your identity, Vanguard reserves the right to close your account or take other steps we deem reasonable.

- I have full authority and legal capacity to purchase fund shares.
- I have received a current prospectus of each fund I am investing in and agree to be bound by its terms.
- If I represent an organization, I confirm that the organization is in existence and that I have full authority to enter into investment transactions on behalf of the organization and to execute and deliver documents on its behalf.
- If I am investing in a state tax-exempt fund, I certify that I am a legal resident of the state indicated below, although I may occasionally use an out-of-state address.

This information is required only for state tax-exempt funds. ➤

State of Legal Residence

- If I have chosen an electronic transfer option, I authorize Vanguard, upon telephone or online request, to pay amounts representing redemptions made by me, or to secure payment of amounts invested by me, by initiating credit or debit entries to my account at the bank named in Section 8. I authorize the bank to accept any such credits or debits to my account without responsibility for their correctness. I acknowledge that the origination of ACH transactions to my account must comply with U.S. law. I further agree that Vanguard will not incur any loss, liability, cost, or expense for acting upon my telephone or online request. I understand that this authorization may be terminated by me at any time by written notification to Vanguard and to the bank. The termination request will be effective as soon as Vanguard has had a reasonable amount of time to act upon it.



- If I have chosen the checkwriting option, I authorize Vanguard’s custodian bank to honor checks drawn by me on my Vanguard fund account and to effect a redemption of sufficient shares in the account to cover payment of such checks. I understand that (1) this privilege may be amended or terminated at any time by the fund or the bank, and neither shall incur any liability to me for such amendment or termination, or for honoring such checks, or for effecting redemptions to pay such checks, or for returning checks that have not been accepted; (2) checks drawn on a joint account will require the signature of one registered owner unless indicated otherwise in Section 9; (3) no check shall be issued or honored, or redemption effected, for any amounts represented by shares unless payment for such shares has been made in full and any checks given in such payment have been collected through normal banking channels; and (4) this privilege is subject to all the terms and conditions stated in the Vanguard fund’s prospectus.
- I understand that if an account is registered in more than one name, Vanguard will accept written or telephone instructions from any one of the owners.
- If I am signing as a trustee of a trust, I understand that I also must confirm the following by signing below:

The trust is valid and in full force and effect as of the date below; the trustees have full authority under the trust document and applicable law to enter into investment transactions on behalf of the trust, including the purchase, sale, exchange, transfer, and redemption of mutual funds; and the trustees may issue general instructions.

If a number is not provided, the signature of one trustee will be required for written transaction requests.

<p>____ Number of trustee signatures required to take any action on behalf of the trust. (Telephone and online requests may be made by any individual trustee.)</p>

The individuals listed and signing this form are all currently serving as trustees.

<ul style="list-style-type: none"> • If I am a U.S. citizen, a U.S. resident alien, or a representative of a U.S. entity, I certify under penalty of perjury that: <ol style="list-style-type: none"> 1. The taxpayer identification number I have given on this form is correct (or I am waiting for a number to be issued to me). 2. I am not subject to backup withholding because (a) I am exempt from backup withholding, or (b) I have not been notified by the IRS that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding. Important: Cross out item “2” if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest or dividends on your tax return. 3. I am a U.S. citizen or other U.S. person (as defined by the IRS in its W-9 instructions). • If I am a nonresident alien, I am required to complete the appropriate Form W-8 to certify my foreign status. I understand that I am not under penalty of perjury certifying the above information. <p>The IRS does not require your consent to any provision of this document other than the certification required to avoid backup withholding.</p>
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Please sign here. All those listed in Section 2 (except minors) must sign.

If additional signatures are required, attach a separate sheet.

Signature of Account Owner	Date <i>mm/dd/yyyy</i>
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Signature of Account Owner	Date <i>mm/dd/yyyy</i>
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Mailing Information

Mail your completed form and any attached information in the enclosed postage-paid envelope.

If you do not have a postage-paid envelope, mail to:  Vanguard
P.O. Box 1110
Valley Forge, PA 19482-1110

For overnight delivery, mail to:  Vanguard
455 Devon Park Drive
Wayne, PA 19087-1815

Reminders

If the new account is a (an):

- **Trust account.** Attach a copy of the pages of your trust agreement that show the name of the trust, the trust date, and a listing of all trustees and their signatures.
- **Organization account.** Attach a copy of the documentation required for registration, and complete the Vanguard Organization Resolution form, if needed.
- **Guardian account.** Attach an original or certified (within 60 days) copy of the court appointment of the guardian or conservator.

Electronic transfers and wire redemptions

If you are investing by electronic transfer, selecting an automatic investment plan, or plan to make redemptions by wire, you must attach a voided check. If the names on your bank account and your Vanguard account differ, complete the Electronic Bank Transfer Service Form. Then mail that form with this one.

