



**Part II** **Organizational Action** *(continued)*

**17** List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ [See attachment](#)

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**18** Can any resulting loss be recognized? ▶ [See attachment](#)

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**19** Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ [See attachment](#)

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**Sign Here** Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ▶ Fredrik Eliasson Date ▶ March 10, 2020

Print your name ▶ Fredrik Eliasson Title ▶ EVP & Chief Financial Officer

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.

**Change Healthcare Inc.**  
**EIN 82-2152098**  
**Attachment to Form 8937**  
**Date of Organizational Action: March 10, 2020**

**The information contained herein does not constitute tax advice and does not purport to be complete or to describe the consequences that may apply to particular categories of shareholders. Each shareholder is advised to consult his or her tax advisor regarding the tax treatment of the merger. Further discussion of the tax consequences of the merger can be found PF2 SpinCo, Inc.’s Registration Statement on Form S-1 filed with the Securities and Exchange Commission on February 4, 2020, as amended on February 10, 2020 and as further amended on February 14, 2020, under the heading “Certain Material U.S. Federal Income Tax Consequences of the Distribution and Merger” (available, as amended on February 14, 2020, at <https://www.sec.gov/Archives/edgar/data/1790930/000119312520036490/d804285ds4a.htm>) (the “Form S-1”).**

**Form 8937 Part I, Box 10:**

The CUSIP number for Change common stock is: 15912K100.  
The CUSIP number for SpinCo common stock is: None.

**Form 8937 Part II, Box 14:**

*Parties to the Organizational Action:*

Change Healthcare Inc., a Delaware corporation (“Change”) and PF2 SpinCo, Inc., a Delaware corporation (“SpinCo”).

*Description of Organizational Action:*

On March 10, 2020, SpinCo merged with and into Change, with Change continuing as the surviving corporation (the “Merger”). As a result of, and as of the effective time of, the Merger, SpinCo’s separate corporate existence ceased.

As a result of the Merger, holders of SpinCo common stock received for each share of SpinCo common stock issued and outstanding immediately before the Merger one share of Change common stock, par value \$0.001 per share (plus any applicable cash in lieu of fractional shares).

**Form 8937 Part II, Box 15:**

Consistent with the Form S-1, the Merger will be reported as, and Change believes that the Merger qualified as, a “reorganization” within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the “Code”). Change and SpinCo have not requested and do not intend to request any ruling from the Internal Revenue Service as to the U.S. federal income tax consequences of the Merger. Assuming such qualification:

- holders of SpinCo common stock will not recognize income, gain or loss upon the receipt of Change common stock in the Merger, except for any gain or loss recognized with respect to cash received in lieu of a fractional share of Change common stock;
- the aggregate tax basis of Change common stock received by a holder of SpinCo common stock in the Merger (including fractional shares of Change common stock deemed received and sold as described below) will be the same as the aggregate tax basis of the SpinCo common stock for which it is exchanged;
- the holding period (for tax purposes) of Change common stock received in exchange for shares of SpinCo common stock (including fractional shares of Change common stock deemed received and sold as described below) will include the holding period of the SpinCo common stock for which it is exchanged; and
- a holder of SpinCo common stock who receives cash in lieu of a fractional share of Change common stock will be treated as having received the fractional share pursuant to the Merger and then as having sold that fractional share for cash. As a result, such holder of SpinCo common stock will recognize gain or loss equal to the difference between the amount of cash received and the tax basis in his or her fractional share, determined as set forth above.

**Form 8937 Part II, Box 16:**

See response to Box 15, above.

**Form 8937 Part II, Box 17:**

Change believes that the Merger qualifies as a “reorganization” within the meaning of Section 368(a) of the Code for U.S. federal income tax purposes. Consequently, the U.S. federal income tax consequences of the Merger to the holders of SpinCo common stock are determined under Sections 354, 358, 368 and 1001 of the Code.

**Form 8937 Part II, Box 18:**

Change believes that the Merger qualifies as a “reorganization” within the meaning of Section 368(a) of the Code for U.S. federal income tax purposes. As described in the response to box 15, assuming that the Merger is so treated, a holder of SpinCo common stock will not recognize any loss upon receipt of Change common stock in the Merger, except with respect to any cash received in lieu of a fractional share of Change common stock. As described in the response to box 15, a holder of SpinCo Common Stock who receives cash in lieu of a fractional share of Change common stock in the Merger generally will be treated as having received such fractional share in the Merger and then as having sold such fractional share for cash, and may recognize loss.

**Form 8937 Part II, Box 19:**

The Merger was consummated on March 10, 2020. Consequently, the reportable taxable year of the holders of SpinCo common stock for reporting the tax effect of the Merger is the taxable year that includes March 10, 2020.