

## Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

**Part I Reporting Issuer**

<b>1</b> Issuer's name		<b>2</b> Issuer's employer identification number (EIN)	
WINGSTOP INC.		47-3494862	
<b>3</b> Name of contact for additional information	<b>4</b> Telephone No. of contact	<b>5</b> Email address of contact	
KELLEY E. HARTLEY	972-331-9137	KHARTLEY@WINGSTOP.COM	
<b>6</b> Number and street (or P.O. box if mail is not delivered to street address) of contact		<b>7</b> City, town, or post office, state, and ZIP code of contact	
5501 LYNDON B JOHNSON FREEWAY, SUITE 500		DALLAS, TX 75240	
<b>8</b> Date of action		<b>9</b> Classification and description	
12/03/2020		DISTRIBUTION IN EXCESS OF EARNINGS AND PROFITS	
<b>10</b> CUSIP number	<b>11</b> Serial number(s)	<b>12</b> Ticker symbol	<b>13</b> Account number(s)
974155103	N/A	WING	N/A

**Part II Organizational Action** Attach additional statements if needed. See back of form for additional questions.

**14** Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ ON DECEMBER 3, 2020, WINGSTOP INC. MADE A CASH DISTRIBUTION TO ITS SHAREHOLDERS IN ACCORDANCE WITH THEIR RESPECTIVE OWNERSHIP PERCENTAGES. THE SUM OF THIS DISTRIBUTION IN CONJUNCTION WITH THE DISTRIBUTIONS MADE ON MARCH 19, 2020, JUNE 24, 2020, SEPTEMBER 10, 2020, AND DECEMBER 10, 2020, IS ESTIMATED TO EXCEED THE CORPORATION'S CURRENT AND ACCUMULATED EARNINGS AND PROFITS AS OF THE END OF THE 2020 TAX YEAR. AT THE TIME OF THE DISTRIBUTION ON DECEMBER 3, 2020, THE CORPORATION HAD 29,676,561 SHARES ISSUED AND OUTSTANDING.

**15** Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ THE TOTAL AMOUNT OF THE DISTRIBUTION MADE ON DECEMBER 3, 2020, WAS \$148,382,805. THIS DISTRIBUTION WILL BE PRIMARILY A NONDIVIDEND DISTRIBUTION, WHICH FIRST REDUCES THE SHAREHOLDER'S ADJUSTED BASIS AND THEN GIVES RISE TO GAIN FROM SALE OR EXCHANGE OF PROPERTY TO THE EXTENT SUCH DISTRIBUTION EXCEEDS THE SHAREHOLDER'S BASIS. THE SUM OF THE FIVE DISTRIBUTIONS IS ESTIMATED TO RESULT IN A NONDIVIDEND DISTRIBUTION OF \$137,899,032 AND DIVIDEND DISTRIBUTION OF \$25,288,696.

**16** Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ THE CORPORATION'S EARNINGS AND PROFITS ARE CALCULATED FOR EACH YEAR IT HAS BEEN A C-CORPORATION. THE CUMULATIVE EARNINGS AND PROFITS FOR ALL YEARS WERE COMPARED TO THE TOTAL OF THE DISTRIBUTIONS MADE IN 2020. THE DIFFERENCE BETWEEN THE CUMULATIVE EARNINGS AND PROFITS AND THE CUMULATIVE DISTRIBUTIONS IS CONSIDERED A NONDIVIDEND DISTRIBUTION, WHICH FIRST REDUCES BASIS AND THEN GIVES RISE TO GAIN FROM THE SALE OR EXCHANGE OF PROPERTY, AS EXPLAINED ABOVE.

**Part II Organizational Action** (continued)

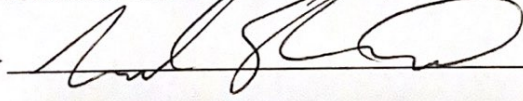
17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ THE CORPORATION'S CUMULATIVE EARNINGS AND PROFITS WERE CALCULATED IN ACCORDANCE WITH IRC SECTION 312. THE PORTION OF THE DISTRIBUTION THAT IS CONSIDERED A RETURN OF BASIS AND THEN GAIN FROM SALE OR EXCHANGE OF PROPERTY WAS CALCULATED IN ACCORDANCE WITH IRC SECTION 301(C).

18 Can any resulting loss be recognized? ▶ THERE WILL BE NO LOSS RECOGNIZED AS PART OF THE CASH DISTRIBUTION.

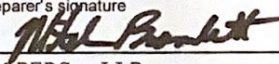
19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ THE NONDIVIDEND DISTRIBUTION WILL BE REPORTED ON FORM 5452, WHICH WILL BE INCLUDED IN WINGSTOP INC.'S FORM 1120 FILING FOR THE 2020 TAX YEAR.

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.

Sign Here

Signature ▶  Date ▶ 1/8/21

Print your name ▶ MICHAEL SKIPWORTH Title ▶ CFO

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	<u>MITCH BRAMLETT</u>		<u>12-18-2020</u>		<u>P01256737</u>
	Firm's name ▶ <u>PRICEWATERHOUSECOOPERS, LLP</u>	Firm's EIN ▶ <u>13-4008324</u>		Phone no. <u>214-999-1400</u>	
	Firm's address ▶ <u>2121 N PEARL STREET, STE 2000, DALLAS, TX, 75201</u>				

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054