Report of Organizational Actions Affecting Basis of Securities

Part I  Reporting Issuer

1 Issuer's name

Tableau Software, Inc. (by acquiring entity: salesforce.com, Inc.)

2 Issuer's employer identification number (EIN)

47-0945740

3 Name of contact for additional information

John Cummings

4 Telephone No. of contact

(415) 538-6250

5 Email address of contact

investor@salesforce.com

6 Number and street (or P.O. box if mail is not delivered to street address) of contact

Salesforce Tower, 415 Mission Street, 3rd Fl

7 City, town, or post office, state, and ZIP code of contact

San Francisco, CA 94105

8 Date of action

August 1, 2019

9 Classification and description

Tableau Software, Inc. Common Stock

10 CUSIP number

87386U105

11 Serial number(s)

D.ATA

12 Ticker symbol

13 Account number(s)

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. See attachment.

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. See attachment.

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. See attachment.
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.

18  Can any resulting loss be recognized?  

See attachment.

19  Provide any other information necessary to implement the adjustment, such as the reportable tax year  

See attachment.

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

Print your name  
Darryl Yee

Preparer’s name
Preparer’s signature

Title  
Executive Vice President Tax

Check self-employed

PTIN

Firm’s name
Firm’s address

Phone no.

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054
The information contained herein is being provided pursuant to the requirements of Section 6045B of the Internal Revenue Code of 1986, as amended (the “Code”), and includes a general summary regarding the application of certain U.S. federal income tax laws and regulations related to the effects of the Merger (as defined below). The information contained herein does not constitute tax advice and does not purport to be complete or describe the tax consequences that may apply to particular persons or categories of persons. Shareholders are encouraged to consult their independent tax advisors regarding the particular consequences of the Merger to them (including the applicability and effect of all federal, state, local and non-U.S. laws) and should carefully read the prospectus/offer to exchange, which is part of a Registration Statement on Form S-4 that Salesforce filed on July 3, 2019 with the Securities and Exchange Commission, noting especially the discussion under the heading “Material U.S. Federal Income Tax Consequences.” The information provided herein is subject to such discussion in all respects. The Registration Statement may be accessed at www.sec.gov.

Part II, Box 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.

Pursuant to the Agreement and Plan of Merger (the “Merger Agreement”), dated as of June 9, 2019, by and among salesforce.com, inc., a Delaware corporation (“Salesforce”), Tableau Software, Inc., a Delaware corporation (“Tableau”) and Sausalito Acquisition Corp., a Delaware corporation and an indirect wholly owned subsidiary of Salesforce (the “Purchaser”), the Purchaser commenced an exchange offer (the “Offer”) to acquire all of the issued and outstanding shares of Class A and Class B common stock of Tableau (the “Tableau Common Stock,” and such shares “Tableau Shares”) in exchange for the Transaction Consideration (as defined below). The Offer expired at midnight, Eastern Time, at the end of July 31, 2019. On August 1, 2019, the Purchaser accepted for exchange all Tableau Shares validly tendered and not validly withdrawn pursuant to the Offer.

On August 1, 2019, pursuant to the terms of the Merger Agreement, the Purchaser merged with and into Tableau (the “Merger”), with Tableau continuing as the surviving corporation and an indirect wholly owned subsidiary of Salesforce. In the Merger, each Tableau Share that was issued and outstanding immediately prior to the effective time of the Merger (the “Effective Time”) (other than any shares that were excluded pursuant to the terms of the Merger Agreement) was converted at the Effective Time into the right to receive 1.103 shares of common stock of Salesforce (“Salesforce Common Stock”) plus cash in lieu of any fractional shares of Salesforce Common Stock, without interest, and subject to reduction for any applicable
withholding taxes (together, the “Transaction Consideration”). The amount of cash paid in lieu of the fractional shares was based upon a $157.81 per share value.

**Part II, Box 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 Offer and the Merger, taken together, are intended to qualify as a “reorganization” within the meaning of Section 368(a) of the Code. Assuming the Offer and the Merger, taken together, qualifies as a “reorganization” within the meaning of Section 368(a) of the Code, the aggregate tax basis of the shares of Salesforce Common Stock received pursuant to the Merger (including any fractional shares of Salesforce Common Stock deemed received and exchanged for cash) will be the same as the aggregate tax basis of the Tableau Shares surrendered in the Merger.

Each Tableau shareholder that will receive cash in lieu of a fractional share of Salesforce Common Stock will be treated as having received such fractional Salesforce Common Stock and then having received such cash in disposition of the fractional Salesforce Common Stock. Gain or loss will be recognized based on the difference between the amount of cash received and the portion of each Tableau shareholder's tax basis allocable to such fractional common share.

**Part II, Box 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.**

Please see Part II, Box 15 above for a general description of a shareholder’s change in basis calculation. The following is an example of how the previously-described approach to basis determination would be applied:

**Assumption:**

Number of Tableau Shares owned by Tableau shareholder: 100

Tableau shareholder’s aggregate tax basis in all Tableau Shares owned (assumed to be $100.00 per share): $10,000

Whole shares of Salesforce Common Stock received in the Merger (100 Tableau Shares multiplied by the Merger ratio of 1.103 and rounded down the product thereof): 110

Number of fractional shares of Salesforce Common Stock deemed received: 0.3

Basis per share of Salesforce Common Stock received ($100.00 basis per Tableau Shares divided by the Merger ratio of 1.103): $90.661831 per share

Aggregate tax basis in whole shares of Salesforce Common Stock received in the Merger (110 multiplied by $90.661831): $9,972.80

Tax basis in fractional share of Salesforce Common Stock deemed sold (0.3 multiplied by $90.661831): $27.20
Part II, Box 17 - List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based.

Tax consequences to Tableau shareholders are determined under Sections 354, 368(a), 358(a) and 1001 of the Code.

Part II, Box 18 - Can any resulting loss be recognized?

If the Offer and the Merger, taken together, qualifies as a “reorganization” within the meaning of Section 368(a) of the Code, no loss can be recognized upon the exchange of Tableau Common Stock for Salesforce Common Stock.

However, if a taxable loss is calculated on the deemed sale of the fractional shares of Salesforce Common Stock deemed to have been received in the Merger, this loss can be recognized.

Part II, Box 18 - Provide any other information necessary to implement the adjustment, such as the reportable tax year.

Any adjustment to the tax basis of securities resulting from the Merger is reportable in the tax year that includes August 1, 2019. For calendar year taxpayers, the reportable tax year is 2019.