



**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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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 ▶ 8/6/2021

Print your name ▶ **Darryl Yee** Title ▶ **Executive Vice President Tax**

<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.

**SLACK TECHNOLOGIES, INC.**  
**(BY ACQUIRING ENTITY: SALESFORCE.COM, INC.)**  
**EIN: 26-4400325**  
**ATTACHMENT TO FORM 8937 – PART II**  
**REPORT OF ORGANIZATIONAL ACTIONS AFFECTING BASIS OF SECURITIES**

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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 Mergers (as defined below) on the tax basis of shares of common stock of salesforce.com, inc., a Delaware corporation (“salesforce.com”) received in exchange for shares of common stock of Slack Technologies, Inc., a Delaware corporation (“Slack”). 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 shareholders. Neither salesforce.com nor Slack provides tax advice to its shareholders. Shareholders are encouraged to consult their own tax advisors regarding the particular consequences of the Mergers 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.com filed on January 26, 2021 with the Securities and Exchange Commission, noting especially the discussion under the heading “Material U.S. Federal Income Tax Consequences of the Mergers.” The information provided herein is subject to such discussion in all respects. The Registration Statement may be accessed at [www.sec.gov](http://www.sec.gov).

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**Line 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 July 21, 2021 (the “Closing Date”) salesforce.com completed the acquisition of Slack, pursuant to that certain Agreement and Plan of Merger, dated as of December 1, 2020 (the “Merger Agreement”), by and among salesforce.com, Skyline Strategies I Inc., a Delaware corporation and wholly owned subsidiary of salesforce.com (“Merger Sub I”), Skyline Strategies II LLC, a Delaware limited liability company and wholly owned subsidiary of salesforce.com (“Merger Sub II”), and Slack. On the Closing Date, pursuant to the Merger Agreement, and upon the terms and subject to the conditions therein, Merger Sub I merged with and into Slack (the “First Merger”), with Slack surviving the First Merger and continuing as a wholly owned subsidiary of salesforce.com. Immediately following the First Merger, Slack merged (such second merger together with the First Merger, the “Mergers”) with and into Merger Sub II, with Merger Sub II continuing as a wholly owned subsidiary of salesforce.com.

Pursuant to the Merger Agreement, at the effective time of the First Merger (the “First Effective Time”), each share of Class A common stock, par value 0.0001 per share, of Slack and each share of Slack Class B common stock, par value 0.0001 per share, of Slack (collectively, the

“Slack Shares”) issued and outstanding immediately prior to the First Effective Time (other than Slack Shares owned directly or indirectly by salesforce.com, Slack or any of their respective subsidiaries immediately prior to the First Effective Time or Slack Shares covered by Slack restricted share awards) was automatically converted into the right to receive 0.0776 shares of common stock, par value 0.001, of salesforce.com (the “salesforce.com Shares”) and \$26.79 in cash, without interest and subject to applicable withholding taxes (the “Merger Consideration”).

**Line 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 receipt by a Slack shareholder of Merger Consideration in exchange for Slack Shares in the Mergers has an effect on such shareholder’s tax basis.

The Mergers are intended to qualify as a “reorganization” for U.S. federal income tax purposes. Assuming the Mergers so qualify, and subject to the discussion set forth in the proxy statement/prospectus regarding Slack shareholders who actually or constructively own salesforce.com Shares, each Slack shareholder who exchanges its Slack Shares for the Merger Consideration generally will recognize gain, but not loss, in an amount equal to the lesser of (a) the excess of the sum of the amount of cash and the fair market value of the salesforce.com Shares (including any fractional salesforce.com Shares for which cash was received) received over the adjusted basis of the Slack Shares surrendered in exchange therefor, and (b) the amount of cash received in the Mergers (in each case, excluding any cash received in lieu of a fractional salesforce.com Shares). Each such Slack shareholder’s aggregate tax basis in the salesforce.com Shares received in the Mergers (including any fractional salesforce.com Shares for which cash was received) generally will equal such Slack shareholder’s aggregate adjusted tax basis in the Slack Shares surrendered in the Mergers, reduced by the amount of cash received by such Slack shareholder (excluding any cash received in lieu of a fractional salesforce.com Shares) and increased by the amount of gain, if any, recognized by such Slack shareholder on the exchange (but excluding any gain recognized with respect to any fractional salesforce.com Shares for which cash is received). Each such Slack shareholder who receives cash in lieu of a fractional salesforce.com Shares generally will recognize capital gain or loss equal to the difference between the amount of cash received in lieu of the fractional salesforce.com Shares and the tax basis in such fractional share, determined as described above.

Fair market value generally is the price at which property would change hands between a willing buyer and a willing seller, neither being under any compulsion to buy or to sell and both having reasonable knowledge of the facts. U.S. federal income tax law does not specifically prescribe how you should determine the fair market value of the salesforce.com Shares for purposes of calculating any gain recognized upon the receipt of a combination of salesforce.com Shares and cash in the Mergers. You should consult your tax advisor to determine what measure of fair market value is appropriate.

There are several methods for determining the fair market value of salesforce.com Shares that your tax advisor may discuss with you. As an illustration, one approach that may be possible is to utilize the NYSE closing trading price on July 21, 2021 for salesforce.com Shares (\$242.11 per share) as an indication of fair market value. You are not bound by the approach illustrated

herein, and we take no position as to whether the approach illustrated herein or any other approach is appropriate. You, in consultation with your tax advisor, should determine what approach to take in determining fair market value for salesforce.com Shares.

If a Slack shareholder held different blocks of Slack Shares (i.e., shares acquired at different times or different prices) at the time of the Mergers, such shareholder should consult its own tax advisor with respect to the determination of any gain and the tax bases of particular salesforce.com Shares received in the Mergers.

**Line 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 following is an example of how the above-described approach to basis determination would apply with respect to recipients of salesforce.com Shares in the Mergers, which assumes that all Slack Shares were acquired on the same date and at the same price and that no cash is received in lieu of fractional salesforce.com Shares:

Assumptions:

- Slack Shares owned immediately prior to the Mergers: 1,000
- Slack shareholder's aggregate tax basis (assumed to be \$5.00 per share): \$5,000
- Fair market value of each salesforce.com Shares received in the Mergers: \$242.11
- salesforce.com Shares received in the Mergers: 77.6
- Aggregate fair market value of salesforce.com Shares received in the Mergers (77.6 salesforce.com Shares multiplied by \$242.11): \$18,787.74
- Amount of cash received in the Mergers (1,000 Slack Shares multiplied by \$26.79/share): \$26,790
- Gain recognized by such Slack shareholder (lesser of (i) \$18,787.74 plus \$26,790 minus \$5,000 or (ii) \$26,790): \$26,790

Aggregate tax basis in salesforce.com Shares received in the Mergers (\$5,000 minus \$26,790 plus \$26,790): \$5,000

**Line 17. List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based.**

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

**Line 18. Can any resulting loss be recognized?**

If the Mergers, taken together, qualify as a "reorganization" within the meaning of Section 368(a) of the Code, no loss can be recognized upon the exchange of Slack Shares for salesforce.com Shares.

However, if a taxable loss is calculated on the deemed sale of the fractional salesforce Shares deemed to have been received in the Mergers, this loss can be recognized.

**Line 19. 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 Mergers is reportable in the tax year that includes July 21, 2021. For calendar year taxpayers, the reportable tax year is 2021.



**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.

Horizontal lines for listing applicable Internal Revenue Code sections.

**18** Can any resulting loss be recognized? ▶ See attachment.

Horizontal lines for providing information regarding loss recognition.

**19** Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ See attachment.

Horizontal lines for providing other necessary information.

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 ▶ 8/31/2021

Print your name ▶ Darryl Yee Title ▶ Executive Vice President Tax

<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.



SALESFORCE.COM, INC.  
EIN: 94-3320693  
ATTACHMENT TO FORM 8937 – PART II  
REPORT OF ORGANIZATIONAL ACTIONS AFFECTING BASIS OF SECURITIES

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**\*\* PROTECTIVE FILING \*\***

**salesforce.com, inc., a Delaware corporation (“salesforce.com”) is uncertain whether the transactions described herein “affect” holders’ tax basis in the Slack Technologies, LLC 0.50% Convertible Senior Notes due 2025 (the “Notes”). In any case, the information contained herein is being provided pursuant to Section 6045B of the Internal Revenue Code of 1986, as amended (the “Code”), and includes a general summary regarding certain U.S. federal income tax laws and regulations that may apply to particular holders of the Notes. 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. salesforce.com cannot provide tax advice to any holder of the Notes. Holders are encouraged to consult their own tax advisors regarding the particular consequences of the transactions described herein to them (including the applicability and effect of all federal, state, local and non-U.S. laws). Capitalized terms used herein without definitions shall have the meanings ascribed to them in the Indenture.**

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**Line 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 July 21, 2021 (the “Closing Date”) salesforce.com completed the acquisition of Slack Technologies, Inc. (“Slack”), pursuant to that certain Agreement and Plan of Merger, dated as of December 1, 2020 (the “Merger Agreement”), by and among salesforce.com, Skyline Strategies I Inc., a Delaware corporation and wholly owned subsidiary of salesforce.com (“Merger Sub I”), Slack Technologies, LLC (f/k/a Skyline Strategies II LLC), a Delaware limited liability company and wholly owned subsidiary of salesforce.com (“Merger Sub II”), and Slack. On the Closing Date, pursuant to the Merger Agreement, and upon the terms and subject to the conditions therein, Merger Sub I merged with and into Slack (the “First Merger”), with Slack surviving the First Merger and continuing as a wholly owned subsidiary of salesforce.com. Immediately following the First Merger, Slack merged (such second merger together with the First Merger, the “Mergers”) with and into Merger Sub II, with Merger Sub II continuing as a wholly owned subsidiary of salesforce.com. In connection with the Mergers, and pursuant to the Second Supplemental Indenture, Merger Sub II expressly assumed all of the rights and obligations of Slack under the Notes and the Indenture. Merger Sub II is a disregarded entity for U.S. federal income tax purposes of salesforce.com.

As a result of the completion of the Mergers, a Make-Whole Fundamental Change occurred on July 21, 2021. If a holder elected to convert its Notes during the Make-Whole Conversion Period, the conversion rate of the Notes was increased to 34.0987 parent reference property units

(the “Make-Whole Conversion Rate”), corresponding to approximately 2.6461 shares of salesforce.com common stock and \$913.5042 in cash, per \$1,000 principal amount of Notes properly surrendered for conversion and not validly withdrawn during the Make-Whole Conversion Period. Following the end of the Make-Whole Conversion Period, the conversion rate of the Notes reverted from the Make-Whole Conversion Rate to 32.2630 parent reference property units, corresponding to approximately 2.5036 shares of salesforce.com common stock and \$864.3258 in cash, per \$1,000 principal amount of the Notes.

Accordingly, the Make-Whole Conversion Rate reflects an increase in the conversion rate by an amount equal to 0.1425 shares of salesforce.com common stock per \$1,000 principal amount of the Notes.

**Line 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.**

It is unclear whether a holder that exercises the Make-Whole Conversion Right would be deemed to have received a distribution of additional salesforce.com common shares under Code Section 305(c) with respect to the additional amounts that would be received upon conversion pursuant to the adjustment under the Indenture. Any such deemed distributions would be taxable as a dividend, return of capital, or capital gain in accordance with the earnings and profits rules under the Code.

Any deemed distribution is expected to be made from the earnings and profits of salesforce.com, based on reasonable assumptions currently available. As a result, any such deemed distribution would be treated as a dividend to the holder and should increase the holder’s tax basis by the amount of the deemed distribution. However, any deemed distribution in excess of salesforce.com’s current and accumulated earnings and profits will be treated as a return of capital to the extent of a holder’s tax basis in the Notes and thereafter as capital gain from the sale or exchange of such Notes.

Holdings are urged to consult their tax advisors regarding the tax consequences to them if the additional amounts received upon conversion were treated as a distribution, the impact a deemed distribution may have on their holding period in the Notes, and the tax consequences of the deemed distribution being taxable as a dividend.

**Line 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.**

If a holder that exercises the Make-Whole Conversion Right is deemed to have received a distribution of additional salesforce.com common shares under Code Section 305(c), proposed Treasury regulations, which may be relied upon prior to the issuance of final Treasury regulations, specify the amount of the deemed distribution is the fair market value of the right to acquire the additional stock immediately after the conversion rate adjustment.

As discussed above, the Make-Whole Conversion Rate reflects an increase in the conversion rate by an amount equal to 0.1425 shares of salesforce.com common stock per \$1,000 principal amount of the Notes.

Fair market value generally is the price at which property would change hands between a willing buyer and a willing seller, neither being under any compulsion to buy or to sell and both having reasonable knowledge of the facts. U.S. federal income tax law does not specifically prescribe how you should determine the fair market value of the salesforce.com common stock for these purposes. You should consult your tax advisor to determine what measure of fair market value is appropriate.

There are several methods for determining the fair market value of salesforce.com common stock that your tax advisor may discuss with you. As an illustration, one approach that may be possible is to utilize the NYSE closing trading price on July 21, 2021 for salesforce.com common stock (\$242.11 per share) as an indication of fair market value. Under this approach, the amount of the deemed distribution would be \$34.50 per \$1,000 principal amount of the Notes.

You are not bound by the approach illustrated herein, and salesforce.com takes no position as to whether the approach illustrated herein or any other approach is appropriate. You, in consultation with your tax advisor, should determine what approach to take in determining fair market value for salesforce.com common stock.

**Line 17. List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based.**

Tax consequences to holders of the Notes are determined under Code Sections 301, 305(c), 312 and 316 and Treasury Regulations Sections 1.305-3 and 1.305-7.

**Line 18. Can any resulting loss be recognized?**

No holders of the Notes will recognize a loss as a result of the adjustment to the conversion rate of the Notes.

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

The effective date of the conversion rate change is July 21, 2021. For calendar year taxpayers, the reportable tax year is 2021.