

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

Signature ▶  Date ▶ 6/05/2021

Print your name ▶ Todd Hipwell Title ▶ VP - Finance

Paid Preparer Use Only	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.			

DICK'S SPORTING GOODS, INC.
EIN: 16-1241537
ATTACHMENT TO FORM 8937

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 relevant organizational action. 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. Applicable holders are encouraged to consult their independent tax advisors regarding the particular consequences of the relevant organizational action to them (including the applicability and effect of all federal, state, local and non-U.S. laws).

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.

On June 11, 2021, each shareholder of the common stock of DICK'S Sporting Goods, Inc. (the "**Company**") that was listed as a holder of record became entitled to a cash dividend of \$0.3625 with respect to its common stock. The cash dividend was paid to such shareholders on June 25, 2021. On June 10, 2021 (the "**Ex-Dividend Date**"), pursuant to the Indenture, dated April 17, 2020, (the "**Indenture**") by and between the Company and U.S. Bank National Association, as trustee, in connection with the Company's 3.25% Convertible Senior Note due 2025 (the "**Notes**"), the cash dividend resulted in an adjustment to the conversion rate, effective immediately after 9:00 a.m., New York City time on such Ex-Dividend Date. After giving effect to the adjustment, as of the Ex-Dividend Date, the conversion rate was changed from 28.9361 shares of common stock per \$1,000 principal amount of Notes to 29.0422 shares of common stock per \$1,000 principal amount of Notes.

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 Company expects the conversion rate adjustment to be treated for U.S. federal income tax purposes as a deemed distribution under Code Section 305(c) as a result of such adjustment compensating the holder for cash distributed to shareholders that are taxable under Code Section 301. The amount of the deemed distribution was calculated to be \$10.5336 per \$1,000 principal amount of Notes as shown below in Part II, Box 16.

The distribution is expected to be made from the earnings and profits of the Company, based on reasonable assumptions currently available. As a result, the dividend of \$10.5336 per \$1,000 principal amount of Notes should increase the holder's tax basis by the amount of the distribution.

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.

Pursuant to the Indenture, the conversion calculation is defined as $A = B * [C / (C - D)]$, where:

A = Updated conversion rate = 29.0422

B = Conversion rate on the date before the Ex-Dividend Date = 28.9361

C = Closing stock price on the day before the Ex-Dividend Date = \$99.28

D = Dividend amount per common share = \$0.3625

Using the same variables above, the deemed distribution calculation is defined as $(A - B) * C$. The deemed distribution amount per \$1,000 principal amount of Notes is \$10.5336.

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 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.

Part II, Box 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.

Part II, Box 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 June 10, 2021. For calendar year taxpayers, the reportable tax year is 2021.