(December 2017)

Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-0123

Department of the Treasure			•			
Department of the Treasury Internal Revenue Service			► See separate instructions.			
Part Reporting	Issuer		· · · · · · · · · · · · · · · · · · ·			
				2 Issuer's employer identi	fication number (EIN)	
Dick's Sporting Goods, I		16-1241537				
3 Name of contact for a	dditional information	4 Telephor	ne No. of contact	5 Email address of contact		
Nate Glich			(724) 273-3400	Investors@DCSG.com		
6 Number and street (or	P.O. box if mail is not	delivered to	street address) of contact	7 City, town, or post office, state, and ZIP code of conta		
345 Court Street		Coraopolis, PA 15108				
8 Date of action						
June 10, 2021		25				
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)	<u> </u>	
253393ad4	N/A		N?A (common stock: DKS)	N/A		
Part II Organizat	ional Action Attacl	n additiona	I statements if needed. See ba	Leck of form for additional que	stions.	
14 Describe the organiz	ational action and, if ap	plicable, the	e date of the action or the date aga	ainst which shareholders' owner	ship is measured for	
the action ► See A	Itachment					
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					<u> </u>	
						
15 Describe the quantita share or as a percent	ative effect of the organ tage of old basis ► <u>Sec</u>	izational act Attachmer	ion on the basis of the security in	the hands of a U.S. taxpayer as	an adjustment per	
						
			<u> </u>			
				· · · · · · · · · · · · · · · · · · ·		
Describe the calculat valuation dates ► Se	ion of the change in ba	sis and the o	data that supports the calculation,	such as the market values of se	curities and the	
						

Part	11.	Organizational Action (continued)	· · · · · · · · · · · · · · · · · · ·			Faye
Tail	ш	organizational Action (continued)				
17 L	iet the	annicable Internal Payers Code acciden	sta) and authoration to come with the start		A In been de	Son Alterbure
17 [ist trie	applicable Internal Revenue Code section	i(s) and subsection(s) upon which the tax t	reatmer	it is based ▶	See Atlachment
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40 0			A = = A = = = = = A			
18 C	an an	y resulting loss be recognized? ► See At	tachment			
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19 P	rovide	any other information necessary to implement	nent the adjustment, such as the reportab	le tax ye	ear ► See At	tachment
			<u></u>			
			<u> </u>			
	Unde	r penalties of perjury, I declare that I have exam, it is true, correct, and complete. Deplaration of	nined this return, including accompanying sched	dules and	I statements, a	and to the best of my knowledge and
	Deirei	it is true, correct, and complete. Demaration of	preparer (other than officer) is based on all infor	mation of	which prepare	er has any knowledge.
Sign						1
Here	Signa	ture > / hard		Date ►	61	105 12021
		*				
	Print	your name ► Todd Hipwell		Title ►	VP - Financ	ce
Paid		Print/Type preparer's name	Preparer's signature	Date	,	Check if PTIN
Prepa	rer	_				self-employed
Use C	n Gi	Firm's name				Firm's EIN ▶
	- iiiy	Firm's address ▶				Phone no.
Send Fo	rm 89	37 (including accompanying statements) to	o: Department of the Treasury, Internal Re	venue S		

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.