

Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-0123

► See separate instructions.

Part I Reporting Issuer

1 Issuer's name Dick's Sporting Goods, Inc.		2 Issuer's employer identification number (EIN) 16-1241537	
3 Name of contact for additional information Todd Hipwell	4 Telephone No. of contact (724) 273-3180	5 Email address of contact investors@dcsq.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 345 Court Street		7 City, town, or post office, state, and ZIP code of contact Coraopolis, PA 15108	
8 Date of action March 16, 2023		9 Classification and description 3.25% Convertible Senior Notes Due 2025	
10 CUSIP number 253393AD4	11 Serial number(s) N/A	12 Ticker symbol N/A (common stock: DKS)	13 Account number(s) 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 ► See Attached

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 Attached

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 Attached

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 Attached

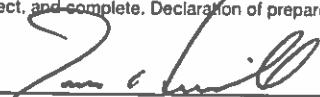
18 Can any resulting loss be recognized? ► See Attached

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

**Sign
Here**

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.

Signature ►



Date ►

4/11/2023

Print your name ► **Todd Hipwell**

Title ► **VP - Finance**

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if
self-employed

PTIN

Firm's name ►

Firm's address ►

Firm's EIN ►

Phone no.

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

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 March 17, 2023, 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 \$1.00 with respect to its common stock. The cash dividend was paid to such shareholders on March 31, 2023. On March 16, 2023 (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 31.2358 shares of common stock per \$1,000 principal amount of Notes to 31.4465 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 \$30.9118 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 \$30.9118 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 $A = B \times [C / (C - D)]$, where:

- A = Updated conversion rate = 31.4465
- B = Conversion rate on the date before the Ex-Dividend Date = 31.2358
- C = Closing stock price on the day before the Ex-Dividend Date = \$146.71
- D = Dividend amount per common share = \$1.00

Using the same variables above, the deemed distribution calculation is defined as $(A - B) \times C$. The deemed distribution amount per \$1,000 principal amount of Notes is \$30.9118.

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 March 16, 2023. For calendar year taxpayers, the reportable tax year is 2023.