

Form **8937**  
 (December 2017)  
 Department of the Treasury  
 Internal Revenue Service

# Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-0123

▶ See separate instructions.

**Part I** Reporting Issuer

1 Issuer's name ZOOMINFO TECHNOLOGIES INC.			2 Issuer's employer identification number (EIN) 87-3037521		
3 Name of contact for additional information ANTHONY STARK		4 Telephone No. of contact 360-718-5635		5 Email address of contact ANTHONY.STARK@ZOOMINFO.COM	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 805 BROADWAY STREET, SUITE 900			7 City, town, or post office, state, and ZIP code of contact VANCOUVER, WA 98660		
8 Date of action OCTOBER 29, 2021		9 Classification and description COMMON STOCK			
10 CUSIP number 98980F104	11 Serial number(s)	12 Ticker symbol ZI	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.

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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 ▶ 12/8/2021 | 3:46 PM PST

Print your name ▶ ANTHONY STARK Title ▶ SECRETARY

<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.			

**ZOOMINFO  
TECHNOLOGIES  
INC. EIN: 87-3037521  
ATTACHMENT TO IRS 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 PubCo Merger (as defined below) on the tax basis of shares of common stock of ZoomInfo Technologies Inc. (formerly ZoomInfo NewCo Inc.) received in exchange for shares of common stock of ZoomInfo Intermediate Inc. (formerly ZoomInfo Technologies Inc.). 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 categories of shareholders. Neither ZoomInfo Technologies Inc. nor ZoomInfo Intermediate Inc. provides tax advice to its shareholders. Shareholders are encouraged to consult their own tax advisors regarding the particular consequences of the PubCo Merger to them (including the applicability and effect of all U.S. federal, state and local tax laws and non-U.S. tax laws).**

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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 October 29, 2021, we implemented a holding company reorganization pursuant to which (i) a subsidiary of ZoomInfo Technologies Inc. (formerly known as ZoomInfo NewCo Inc.) (the “Successor Registrant”) merged (the “PubCo Merger”) with and into ZoomInfo Intermediate Inc. (formerly known as ZoomInfo Technologies Inc.) (the “Predecessor Registrant”), which resulted in the Successor Registrant becoming the direct parent company of the Predecessor Registrant. As a result of the Reorganization, the Successor Registrant became the successor issuer and reporting company to the Predecessor Registrant pursuant to Rule 12g-3(a) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and replaced the Predecessor Registrant as the public company trading on the Nasdaq Global Select Market (the “Nasdaq”) under the ticker symbol “ZI.”

In connection with the PubCo Merger, (i) each outstanding share of the Predecessor Registrant’s Class A common stock, par value \$0.01 per share (“Old Class A Common Stock”), was automatically converted into one share of the Successor Registrant’s Class A common stock, par value \$0.01 per share (“New Class A Common Stock”), having the same designation, rights, powers, and preferences, and qualifications, limitations, and restrictions as a share of Old Class A Common Stock immediately prior to the PubCo Merger, and (ii) each outstanding share of the Predecessor Registrant’s Class B common stock, par value \$0.01 per share (“Old Class B Common Stock”), was automatically converted into one share of the Successor Registrant’s Class B common stock, par value \$0.01 per share (“New Class B Common Stock”), having the same designation, rights, powers, and preferences, and qualifications, limitations, and restrictions as a share of Old

Class B Common Stock immediately prior to the PubCo Merger. Accordingly, upon consummation of the PubCo Merger, stockholders of the Predecessor Registrant automatically became stockholders of the Successor Registrant, on a one-for-one basis, with the same number and ownership percentage of shares of the same class as they held in the Predecessor Registrant immediately prior to the effective time of the PubCo Merger. The PubCo Merger is intended to qualify as a tax-deferred contribution of ZoomInfo Intermediate Inc. shares into ZoomInfo Technologies Inc. pursuant to Section 351 of the Code. The following descriptions and calculations assume that the PubCo Merger so qualifies.

**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.**

Provided the PubCo Merger qualifies as a tax-deferred contribution pursuant to Section 351 of the Code, a Predecessor Registrant shareholder who exchanges its shares of ZoomInfo Intermediate Inc. Common Stock for shares of ZoomInfo Technologies Inc. Common Stock in the PubCo Merger generally will not recognize any gain or loss for U.S. federal income tax purposes.

Each such ZoomInfo Intermediate Inc. shareholder's aggregate tax basis in the shares of ZoomInfo Technologies Inc. Common Stock received pursuant to the PubCo Merger will equal such ZoomInfo Intermediate Inc. shareholder's aggregate adjusted tax basis in the shares of ZoomInfo Intermediate Inc. Common Stock surrendered in the PubCo Merger.

**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 aggregate tax basis of the ZoomInfo Technologies Inc. Common Stock received in the PubCo Merger will equal the aggregate adjusted tax basis in the shares of ZoomInfo Intermediate Inc. Common Stock exchanged.

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

Sections 351, 358 and 1223 of the Code.

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

ZoomInfo Intermediate Inc. shareholders generally may not recognize any loss for U.S. federal income tax purposes as a result of the PubCo Merger.

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

The PubCo Merger was effective on October 29, 2021. For a ZoomInfo Intermediate Inc. stockholder whose taxable year is the calendar year, the reportable tax year is 2021.