

Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-0123

► See separate instructions.

Part I	Reporting Issuer
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1 Issuer's name

2 Issuer's employer identification number (EIN)

Ivanti Software, Inc.

27-3417251

3 Name of contact for additional information

4 Telephone No. of contact

5 Email address of contact

Kevin Speed

1-888-253-6201

kevin.speed@ivanti.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 contact

10377 South Jordan Gateway, Ste 110

South Jordan, UT 84095

8 Date of action

9 Classification and description

05/02/2025

See attachment

10 CUSIP number

11 Serial number(s)

12 Ticker symbol

13	Account number(s)
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46583DAG4, 46583DAF6

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](#)

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](#)

**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 ► *Kevin Speed*

Date ► June 13, 2025

Print your name ► Kevin Speed

Title ► Chief Accounting Officer

**Paid
Preparer
Use Only**

Print/Type preparer's name

Barbi Anderson

Preparer's signature

Barbi Anderson

Date

06/12/2025

Check ☐ if
self-employed

PTIN

P00176387

Firm's name ► Deloitte Tax LLP

Firm's EIN ► 86-1065772

Firm's address ► 95 S. State Street, Suite 900, Salt Lake City, UT 84111

Phone no. 1-801-328-4706

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

Ivanti Software, Inc.
EIN: 27-3417251
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”),¹ and includes a general summary regarding the application of certain U.S. federal income tax laws and regulations related to the effects of the First Lien Term Loans Amendment (as defined below) on the U.S. tax basis in certain securities. 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. You should consult your own tax advisor regarding the applicability and effect of all U.S. federal, state, local and foreign tax laws.

Form 8937, Line 9

The First Lien Term Loans due December 1, 2027 with an outstanding principal amount of \$1,698,664,000, and the Incremental First Lien Term Loans due December 1, 2027 with an outstanding principal amount of \$446,400,000 (the “Existing First Lien Term Loans”). The First Lien Term Loans bore interest at Term SOFR plus 4.25% in addition to a credit spread adjustment of 0.11448%, 0.26162% and 0.42826% depending on interest period being one month, three months or six months and the Incremental First Lien Term Loans bore interest at Term SOFR plus 4.00% in addition to a credit spread adjustment of 0.11448%, 0.26162% and 0.42826% depending on interest period being one month, three months or six months.

Form 8937, Line 14

On May 2, 2025, pursuant to an agreement entered into among Ivanti Software, Inc. (“Ivanti Software”) and certain commitment parties (the “Commitment Letter”), the Existing First Lien Term Loans were amended (the “Extended First Lien Term Loans” and the “First Lien Term Loans Amendment”)², among other things to:

1. extend their maturity date to June 1, 2029; and
2. increase the applicable interest margin by 50 basis points from Term SOFR plus 4.25% to Term SOFR plus 4.75% on the First Lien Term Loans and an increase the applicable interest margin by 75 basis points from Term SOFR plus 4.00% to

¹ Unless otherwise specified herein, all “section” references herein are to the Code.

² Capitalized terms used but not otherwise defined herein shall have the same meanings ascribed to them in the Commitment Letter dated as of April 5, 2025. Further, in connection with the First Lien Term Loans Amendment, the Existing Second Lien Term Loans were also amended and certain affiliates of Ivanti Software incurred additional borrowing; however, those transactions are beyond the scope of this Form 8937 reporting.

Term SOFR plus 4.75% on the Incremental First Lien Term Loans.

The holders of the Existing First Lien Term Loans also received an additional consideration equal to 2.28% of the principal amount of the Extended First Lien Term Loans, payable in-kind in the form of additional Extended First Lien Term Loans. The amendments of the Existing First Lien Term Loans are expected to result in a deemed exchange under Treas. Reg. § 1.1001-3 of the Existing First Lien Term Loans for the Extended First Lien Term Loans for U.S. federal income tax purposes.

Form 8937, Line 15

If either the Existing First Lien Term Loans or the Extended First Lien Term Loans do not constitute “securities” of Ivanti Software under section 354 for purposes of the rules providing for nontaxable recapitalizations under section 368(a)(1)(E), the First Lien Term Loans Amendment would be expected to be treated as a taxable exchange under section 1001 to holders of the Existing First Lien Term Loans (the “First Lien Holders”) for U.S. federal income tax purposes.

The meaning of the term “security” in sections 354 is not defined in the Code or in the Treasury Regulations issued thereunder, and, as applied to debt obligations, the meaning of the term is unclear. Debt instruments with a term of ten years or more generally have qualified as securities, whereas debt instruments with a term of less than five years generally have not qualified as securities.

To the extent that the First Lien Term Loans Amendment is treated as a taxable exchange pursuant to section 1001 (because either the Existing First Lien Term Loans or the Extended First Lien Term Loans do not constitute securities), the First Lien Holders generally are treated as having an amount realized equal to the issue price of the Extended First Lien Term Loans plus any other consideration that the First Lien Holders may have received.³ Accordingly, pursuant to the First Lien Term Loans Amendment, other than with respect to accrued and unpaid interest on the First Lien Term Loans, each First Lien Holders generally recognizes gain or loss in an amount equal to the difference, if any, between (i) the issue price of the Extended First Lien Term Loans plus any other consideration received (other than to the extent received for accrued but unpaid interest of the Existing First Lien Term Loans),⁴ and (ii) such holder’s adjusted tax basis in the exchanged Existing First Lien Term Loans immediately prior to the First Lien Term Loans Amendment. In addition, a First Lien Holder’s tax basis in the Extended First Lien Term Loans received in a fully taxable exchange generally would equal its issue price.

If both the Existing First Lien Term Loans and the Extended First Lien Term Loans constitute “securities” for purposes of section 354, the First Lien Term Loans

³ See Treas. Reg. § 1.1001-1(g)(1).

⁴ The issue price is determined under the rules of section 1273(b)(4) or section 1274 of the Code and the associated Treasury Regulations, including Treas. Reg. § 1.1274-2.

Amendment would be expected to qualify as a recapitalization under section 368(a)(1)(E). In such case, each First Lien Holder would recognize no gain or loss under section 354 (other than with respect to any portion of the Extended First Lien Term Loans received that is allocable to accrued and unpaid interest which will be taxable as interest income). Each First Lien Holder would take a tax basis in its Extended First Lien Term Loans received equal to such holder's adjusted tax basis in its Existing First Lien Term Loans exchanged in the First Lien Term Loans Amendment (excluding any amount attributable to accrued and unpaid interest)

The First Lien Holders should consult with their own tax advisors with respect to the tax consequences of the transactions described herein as applicable to their particular circumstances.

Form 8937, Line 16

See Line 15 above.

Ivanti Software has not yet determined the issue price of the Extended First Lien Term Loans.

Form 8937, Line 17

If either the Existing First Lien Term Loans or the Extended First Lien Term Loans do not constitute "securities" – Sections 1001(a), 1012(a), 1273, and 1274.

If both the Existing First Lien Term Loans and the Extended First Lien Term Loans constitute "securities" – Sections 354, 358, and 368.

Form 8937, Line 18

Loss may be recognized if either the Existing First Lien Term Loans or the Extended First Lien Term Loans do not constitute "securities."

No loss may be recognized if both the Existing First Lien Term Loans and the Extended First Lien Term Loans constitute a "security" such that the First Lien Term Loans Amendment constitutes a recapitalization under section 368(a)(1)(E).

Form 8937, Line 19

The effective date of the First Lien Term Loans Amendment is May 2, 2025. The reportable tax year is 2025 with respect to the First Lien Holders that are calendar year taxpayers.

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. You are encouraged to consult your own tax advisor regarding the applicability and effect of all U.S. federal, state, local and foreign tax laws