## Form **8937**

(December 2011)
Department of the Treasury
Internal Revenue Service

## Report of Organizational Actions Affecting Basis of Securities

► See separate instructions.

OMB No. 1545-2224

Part I Reporting Iss	uer				
1 Issuer's name		2 Issuer's emplo	2 Issuer's employer identification number (EIN)		
Vanguard Structured Large-	Can Equity Fund		20.4457290		
3 Name of contact for addition	onal information	5 Email address of	20-4457289 5 Email address of contact		
o mano or comact for addition	orial information	1 10.001.011	e No. of contact	C Estat address o	·
Vanguard Investor and Client	Information	online@vanguard.e	com		
6 Number and street (or P.O.	box if mail is not	7 City, town, or post	office, state, and Zip code of contact		
P.O. Box 2600		Valley Forge, PA 19	<del>)</del> 482		
8 Date of action		9 Class	sification and description		
See Attachment		Pogulate	ed Investment Company	netitutional Dlue Sharos	
	Serial number(s		12 Ticker symbol	13 Account number	er(s)
	•	•			.,
921913406			VSLPX		·
				ee back of form for addit	
		pplicable, the	date of the action or the	te against which shareholde	ers' ownership is measured for
the action ► See Attac	hment				
			w		
15 Describe the quantitative share or as a percentage	of old basis	nizational act	ion on the basis of the sec	rity in the hands of a U.S. ta	xpayer as an adjustment per
share or as a percentage	01 010 00010 - 31	ee Attachme	nt		
		<del> </del>			
16 Describe the calculation of	of the change in b	acic and the	data that cumports the cale	lation, such as the market v	alues of securities and the
valuation dates ► See Al		asis and the C	data that supports the cast	ation, such as the market vi	aides of securities and the
Jee Al	ttacimient				

Par		Organizational Action (conti	nued)		
17	List the	applicable Internal Revenue Code s	section(s) and subsection(s) upon whi	ch the tax treatment is based ▶	See Attachment
			,		
18	Can an	y resulting loss be recognized? > 5	See Attachment		
<del></del>					
				1	
19	Provide	any other information necessary to	implement the adjustment, such as t	ne reportable tax year ▶ <u>See A</u>	ittachment
					•
	Unde	er penalties of perjury, I declare that I ha f, it is true, correct, and complete. Declar	ve examined this return, including accompation of preparer (other than officer) is bas	panying schedules and statements, ed on all information of which prepa	and to the best of my knowledge and rer has any knowledge.
Sign		7	$\wedge$	~	1.1
Here	, I	ature ▶		Date ▶	1117
		your name ► Deborah Perch Print/Type preparer's name	Preparer's signature	Title ► Director o	of Fund Tax  Check D # PTIN
Paid					Check if self-employed
	oarer Only			1	Firm's EIN ▶
		Firm's address ▶			Phone no.
Send	Form 8	937 (including accompanying staten	nents) to: Department of the Treasury	r, ınternal Hevenue Service, Ogc	ien, UT 84201-0054

Vanguard Structured Large-Cap Equity Fund Institutional Plus Shares

EIN: 20-4457289

Attachment to Form 8937

## Attachment to Form 8937

Date of Action: 01/11/2017 (Part I, box 8)

Part II

- 14. Vanguard Structured Large-Cap Equity Fund Institutional Plus Shares ("The Fund") declared a distribution to shareholders of record on January 11, 2017 of \$1.545 per share. The Fund determined that a portion of this distribution constitutes a non-taxable return of capital.
- 15. Of the Fund's distribution declared and record on January 11, 2017, \$0.0037 is non-taxable return of capital. This amount is a non-taxable return of capital to the extent of a shareholder's tax basis in each of its Fund shares, with any remaining amount being taxed as capital gain to a shareholder.
- 16. The calculation of the return of capital is based upon The Fund's accumulated earnings and profits as of its fiscal year ended June 27, 2017. The amount of the return of capital should be applied against the shareholder's adjusted basis of the security, reducing the basis until it is zero. The amount of the return of capital, if any, that exceeds a zero basis shall be treated as a gain from the sale or exchange of property.
- 17. Internal Revenue Code Sections 301(c) and 316(a).
- 18. Not applicable.
- 19. None

Date of Action: 06/27/2017 (Part I, box 8)

Part II

- 14. The above-named issuer was completely liquidated on June 27, 2017, wherein all of the shares of the Fund were redeemed in exchange for liquidating distribution(s) pursuant to a plan of liquidation and termination.
- 15. As a result of the above-described organizational action, each shareholder generally will recognize gain or loss on the disposition of the shares being redeemed. The shareholder's gain or loss will generally be measured as the difference between gross proceeds received in the liquidating distributions and the tax basis in these shares. After the transaction and the recognition event, the shareholder will no longer own any shares or have any tax basis in the shares. Gain or loss realized on shares may be treated as a taxable event. Shareholders should contact their tax advisors regarding the specific circumstances surrounding their shares subject to this organizational action.

- 16. Amounts received by a shareholder in a distribution in complete liquidation of the Fund is treated as full payment in exchange of the stock. This sale or exchange treatment results in the offsetting of a shareholder's basis against the liquidation distribution proceeds, resulting in realized gain or loss. After this gain or loss recognition event the shareholders will no longer own any shares or have any tax basis in the redeemed shares.
- 17. Internal Revenue Code Section 334(a), General Rule If property is received in a distribution in complete liquidation, and if gain or loss is recognized on receipt of such property, then the basis of the property in the hands of the distributee shall be the fair market value of such property at the time of the distribution.

International Revenue Code Section 346(a) Complete Liquidation – For purposes of this subchapter, a distribution shall be treated as in complete liquidation of a corporation if the distribution is one of a series of distributions in redemption of all of the stock of the corporation pursuant to a plan.

- 18. A recognized loss can occur on the shares redeemed in the liquidation. Some recognized losses may not be part of taxable transactions. Please consult your tax advisor to determine the tax consequences of the shares redeemed in your account.
- 19. This organizational action is reportable with respect to calendar year 2017.