

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name		2 Issuer's employer identification number (EIN)	
BLACKROCK MUNIHOLDINGS FUND II, INC.		22-3559055	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
BlackRock Advisors	(800) 882-0052	mutual_funds_ff_www@blackrock.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	
One Financial Center		Boston, MA 02111	
8 Date of action		9 Classification and description	
March 05, 2021		Tax-Free Reorganization	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
09253P109	n/a	MUH	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 ▶ On March 05, 2021, BlackRock MuniHoldings Fund, Inc. acquired all of the assets and assumed all of the liabilities of the issuer solely in exchange for common shares of beneficial interest. Pursuant to the same plan, the issuer liquidated shortly after the transaction.

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 acquisition of the issuer's assets is assumed to qualify as a tax-free reorganization under section 368(a)(1)(A). The aggregate tax basis of the common shares of BlackRock MuniHoldings Fund, Inc. received by the shareholders of the issuer will be the same as the aggregate tax basis of the common shares of the issuer that were surrendered in the exchange, reduced by the basis allocated to fractional shares, if any.

The exchange ratio was 0.92578578 shares of BlackRock MuniHoldings Fund, Inc. for every 1 share of the issuer.

Shareholders having differing tax basis with respect to the issuer's shares exchanged, should consult with a tax advisor in order to identify the tax basis of the particular common shares of BlackRock MuniHoldings Fund, Inc. received pursuant to the transaction.

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 tax basis of the common shares of BlackRock MuniHoldings Fund, Inc. received in the exchange is determined by dividing the aggregate tax basis of the shares of the issuer surrendered by the total number of common shares of BlackRock MuniHoldings Fund, Inc. received (plus any fractional shares deemed to have been received) in the exchange.

The shareholders of the issuer who received cash in lieu of fractional common shares of BlackRock MuniHoldings Fund, Inc. will be treated as having received such fractional shares in the transaction, and then as having exchanged such fractional shares for cash in a redemption by BlackRock MuniHoldings Fund, Inc. The amount of any gain or loss recognized as a result of such exchange will be equal to the difference between the ratable portion of the tax basis of the issuer's common shares that is allocated to such fractional shares and the cash received in lieu thereof.

Part II **Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► _____
 Internal Revenue Code Sections 368, 354 and 358.

18 Can any resulting loss be recognized? ► Generally, no gain or loss should be recognized with this organizational action.
 However, gain or loss may be recognized in conjunction with the receipt of cash in lieu of fractional shares of BlackRock MuniHoldings Fund, Inc.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► The reportable tax year is 2021.

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 ► <u><i>Ronald Fisher</i></u>	Date ► <u>4/9/21</u>
	Print your name ► <u>Ronald Fisher</u> Title ► <u>Assistant Treasurer</u>	

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature <u><i>Baruch J. Cohen</i></u>	Date <u>4/6/2021</u>	Check <input checked="" type="checkbox"/> if self-employed	PTIN <u>P01269048</u>
	Firm's name ► <u>Deloitte Tax LLP</u>			Firm's EIN ► <u>86-1065772</u>	
	Firm's address ► <u>30 Rockefeller Plaza, New York, NY 10112-0015</u>			Phone no. <u>212-492-4000</u>	