

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 ENERGY & RESOURCES PORTFOLIO OF BLACKROCK FUNDS		04-3070824	
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	
January 10, 2020		Tax-Free Reorganization	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
See Statement 1	n/a	See Statement 1	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 January 10, 2020, BlackRock All-Cap Energy & Resources Portfolio of BlackRock Funds acquired all of the assets and assumed all 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 All-Cap Energy & Resources Portfolio of BlackRock Funds 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.

Please see Statement 1 for the exchange ratio of shares of BlackRock All-Cap Energy & Resources Portfolio of BlackRock Funds 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 All-Cap Energy & Resources Portfolio of BlackRock Funds 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 All-Cap Energy & Resources Portfolio of BlackRock Funds 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 All-Cap Energy & Resources Portfolio of BlackRock Funds 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 All-Cap Energy & Resources Portfolio of BlackRock Funds 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 All-Cap Energy & Resources Portfolio of BlackRock Funds. 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.

Multiple horizontal lines for providing details for question 17.

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 All-Cap Energy & Resources Portfolio of BlackRock Funds.

Multiple horizontal lines for providing details for question 18.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ The reportable tax year is 2020.

Multiple horizontal lines for providing details for question 19.

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 ▶ *[Handwritten Signature]* Date ▶ 1/14/20
Print your name ▶ Ronald Fisher Title ▶ Assistant Treasurer

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Kenneth Sandgren	<i>[Handwritten Signature]</i>	1/14/20		P01222741
	Firm's name ▶ Deloitte Tax LLP			Firm's EIN ▶	86-1065772
	Firm's address ▶ 1700 Market Street, Philadelphia, PA 19103			Phone no.	215-246-2300

STATEMENT 1

BLACKROCK ENERGY & RESOURCES PORTFOLIO
OF BLACKROCK FUNDS
F.E.I.N. 04-3070824
FOR THE TAXABLE PERIOD ENDED JANUARY 10, 2020
ATTACHMENT TO FORM 8937

EXCHANGE RATIOS OF SHARES

Class	Ticker	Cusip	Exchange Ratios
Investor A	SSGRX	091937524	1.44164976
Investor C	SSGDY	091937490	1.03784905
Institutional	SGLSX	091937532	1.64341272

The exchange ratios represent how many shares of BlackRock All-Cap Energy & Resources Portfolio of BlackRock Funds each shareholder of the issuer receives in exchange for one share of the issuer.