

**Report of Organizational Actions  
 Affecting Basis of Securities**

▶ See separate instructions.

**Part I Reporting Issuer**

<b>1 Issuer's name</b>		<b>2 Issuer's employer identification number (EIN)</b>	
BLACKROCK RETIREMENT INCOME 2040 FUND OF BLACKROCK FUNDS II		85-1257484	
<b>3 Name of contact for additional information</b>	<b>4 Telephone No. of contact</b>	<b>5 Email address of contact</b>	
BlackRock Advisors	(800) 882-0052	mutual_funds_ff_www@blackrock.com	
<b>6 Number and street (or P.O. box if mail is not delivered to street address) of contact</b>		<b>7 City, town, or post office, state, and ZIP code of contact</b>	
One Financial Center		Boston, MA 02111	
<b>8 Date of action</b>		<b>9 Classification and description</b>	
December 31, 2020		Common Stock - Regulated Investment Company	
<b>10 CUSIP number</b>	<b>11 Serial number(s)</b>	<b>12 Ticker symbol</b>	<b>13 Account number(s)</b>
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 ▶** The Issuer paid a daily distribution to common shareholders from August 2020 through December 2020.  
 All or a portion of each distribution constitutes a non-taxable return of capital.

**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 portion of the distribution that constitutes a non-taxable return of capital will decrease a U.S. taxpayer's basis in the shares of the Issuer. Please see Statement 1 for the non-taxable return of capital.

**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 ▶** Issuer's current and accumulated earnings and profits were compared to distributions paid during the taxable period ended December 31, 2020. The non-taxable return of capital represents the amount of distributions paid during the taxable period ended December 31, 2020 in excess of Issuer's current and accumulated earnings and profits under IRC Section 316.

**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 301, 316, 852

18 Can any resulting loss be recognized? ▶ No


19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶  
See Statement 1 for the per share amounts and dates of distributions impacted by this organizational action.  
This organizational action is reportable with respect to calendar year 2020.

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 ▶ 2/19/2021

Print your name ▶ Ronald Fisher Title ▶ Assistant Treasurer

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input checked="" type="checkbox"/> if self-employed	PTIN
	Baruch J. Cohen		2/19/2021		P01269048
	Firm's name ▶ Deloitte Tax LLP	Firm's EIN ▶		86-1065772	
	Firm's address ▶ 30 Rockefeller Plaza, New York, NY 10112-0015	Phone no.		212-492-4000	

## BLACKROCK RETIREMENT INCOME 2040 FUND OF BLACKROCK FUNDS II

F E I N 85-1257484

FOR THE TAXABLE PERIOD ENDED DECEMBER 31, 2020

ATTACHMENT TO FORM 8937NON-TAXABLE RETURN OF CAPITAL

Class	Ticker	Cusip	Month	Distribution Ex-Date	Distribution Payable Date	Per Share Reduction of Basis in Stock
INSTITUTIONAL	BRIEX	09257E456	August	Daily	8/31/2020	0.130846927
INSTITUTIONAL	BRIEX	09257E456	September	Daily	9/30/2020	0.137561971
INSTITUTIONAL	BRIEX	09257E456	October	Daily	10/30/2020	0.137595573
INSTITUTIONAL	BRIEX	09257E456	November	Daily	11/30/2020	0.137461667
INSTITUTIONAL	BRIEX	09257E456	December	Daily	12/31/2020	0.137560160
CLASS A	BRIDX	09257E464	August	Daily	8/31/2020	0.126059844
CLASS A	BRIDX	09257E464	September	Daily	9/30/2020	0.131787115
CLASS A	BRIDX	09257E464	October	Daily	10/30/2020	0.131951141
CLASS A	BRIDX	09257E464	November	Daily	11/30/2020	0.131752580
CLASS A	BRIDX	09257E464	December	Daily	12/31/2020	0.131670069