

## Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

**Part I Reporting Issuer**

1 Issuer's name  VEREIT, Inc.		2 Issuer's employer identification number (EIN)  45-2482685	
3 Name of contact for additional information  Investor Relations	4 Telephone No. of contact  (877) 405-2653	5 Email address of contact  investorrelations@vereit.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact  2325 East Camelback Road, Suite 1100		7 City, town, or post office, state, and ZIP code of contact  Phoenix, AZ 85016	
8 Date of action  January 19, 2018		9 Classification and description  Common Stock	
10 CUSIP number  92339V100	11 Serial number(s)	12 Ticker symbol  VER	13 Account number(s)

**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 ▶ During 2017, VEREIT, Inc. (the "Company") paid cash distributions to its common shareholders on January 17th, April 17th, July 17th, and October 16th. On January 19, 2018 the Company determined that a portion of each of these distributions represents a nondividend distribution to the shareholders. Consequently, each common shareholder who received a cash distribution on these dates would be affected by this organizational action.

**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 ▶ For each cash distribution paid to common shareholders by the Company during 2017, 37.30389% of the distribution represents a nondividend distribution. Accordingly, each common shareholder should treat 37.30389% of the distributions as a reduction to the tax basis of the stock. Any nondividend distributions in excess of a shareholder's basis should be treated as a gain from the sale or exchange of such stock.

**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 ▶ On January 19, 2018, the Company completed its annual calculation of its Current Earnings & Profits for the year ended December 31, 2017. Based on that calculation, the Company determined that 37.30389% of its 2017 common distributions represent a nondividend distribution.

**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 section 316 defines a "dividend" generally as any distribution of property made by a corporation to its shareholders out of Earnings & Profits (as defined by Internal Revenue Code section 312 and the regulations thereunder). Pursuant to Internal Revenue Code section 301(c) (3), a distribution which is not a dividend, to the extent that it exceeds the shareholder's adjusted tax basis of the stock, shall be treated as gain from the sale or exchange of property.

18 Can any resulting loss be recognized? ▶ The organizational action reported herein does not result in any losses.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ The amount of nondividend distributions on the dates mentioned above either (I) reduces the shareholder's adjusted tax basis in his/her stock or (II) to the extent that it exceeds the shareholder's adjusted tax basis in his/her stock on the dates of the distributions, is treated as gain from the sale or exchange of such stock in 2017.

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 ▶

2/15/2018

Print your name ▶ Benjamin Coleman

Title ▶ Asst Treasurer-Tax Matters

**Paid Preparer Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check  if self-employed

PTIN

Firm's name ▶

Firm's EIN ▶

Firm's address ▶

Phone no.