

Form 8937

(December 2017)

Department of the Treasury  
Internal Revenue ServiceReport of Organizational Actions  
Affecting Basis of Securities

OMB No. 1545-0123

See separate instructions.

## Part I Reporting Issuer

1 Issuer's name	2 Issuer's employer identification number (EIN)		
T. Rowe Price Retirement I 2040 Fund- I Class			
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
T. Rowe Price Account Services		1-800-225-5132	info@troweprice.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	
P.O. Box 17302		Baltimore, MD 21297-1302	
8 Date of action	9 Classification and description		
February 16, 2024	Regulated Investment Company - I Share Class		
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
872797808	N/A	TRPDX	N/A

## Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for

14 the action On February 16, 2024, T. Rowe Price Retirement I 2040 Fund- I Class ("Acquired Fund") merged into T. Rowe Price Retirement 2040 Fund ("Acquiring Fund") in a tax-free reorganization. Pursuant to terms of the merger, I Class shares of the Acquired Fund were exchanged for I Class shares of the Acquiring Fund based on the valuation of shares on February 16, 2024.

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 A shareholder's aggregate basis in the shares of the Acquiring Fund will be the same as their aggregate basis in the shares of the Acquired Fund that were surrendered in exchange for shares of the Acquiring Fund.

For each share of the I Class of the Acquired Fund surrendered, shareholders received 0.573560099 I Class shares of the Acquiring Fund.

Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the

16 Valuation dates There was no change in the aggregate basis as a result of the reorganization. The exchange ratio of 0.573560099 for the I Class for this tax-free reorganization was based on net asset values ("NAVs") of the Acquired Fund and the Acquiring Fund as of February 16, 2024. The NAVs as of February 16, 2024 are as follows:

T. Rowe Price Retirement I 2040 Fund- I Class	\$16.2719
T. Rowe Price Retirement 2040 Fund	\$28.3700

## 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(a), 354(a), and 358(a)**

18 Can any resulting loss be recognized? **No**

**19** Provide any other information necessary to implement the adjustment, such as the reportable tax year  
**The reportable tax year is 2024.**

<b>Sign Here</b>	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	<b>A signed copy is maintained by the issuer</b>	Date		
<b>Paid Preparer Use Only</b>	Print your name <b>Cheryl Hampton</b>	Title <b>Vice President</b>			
	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name			Firm's EIN	
	Firm's address			Phone no.	