

Report of Organizational Actions Affecting Basis of Securities

See separate instructions.

Part I Reporting Issuer

1 Issuer's name T. Rowe Price Retirement I 2040 Fund- I Class		2 Issuer's employer identification number (EIN) 47-4766513	
3 Name of contact for additional information T. Rowe Price Account Services	4 Telephone No. of contact 1-800-225-5132	5 Email address of contact info@troweprice.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact P.O. Box 17302		7 City, town, or post office, state, and ZIP code of contact Baltimore, MD 21297-1302	
8 Date of action February 16, 2024	9 Classification and description Regulated Investment Company - I Share Class		
10 CUSIP number 872797808	11 Serial number(s) N/A	12 Ticker symbol TRPDX	13 Account number(s) 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 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 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.

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 A signed copy is maintained by the issuer Date _____

Print your name Cheryl Hampton Title Vice President

Paid Preparer Use Only	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.			