

Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-0123

► See separate instructions.

Part I Reporting Issuer

1 Issuer's name CARTER VALIDUS MISSION CRITICAL REIT, INC.		2 Issuer's employer identification number (EIN) 27-1550167	
3 Name of contact for additional information KAY NEELY, CFO	4 Telephone No. of contact 813-316-4278	5 Email address of contact KNEELY@CVREIT.COM	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 4890 WEST KENNEDY BLVD., SUITE 650		7 City, town, or post office, state, and ZIP code of contact TAMPA, FL 33609	
8 Date of action OCTOBER 4, 2019		9 Classification and description COMMON STOCK -- MERGER	
10 CUSIP number 146282108	11 Serial number(s) N/A	12 Ticker symbol N/A	13 Account number(s) VARIOUS

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 OCTOBER 4, 2019, CARTER VALIDUS MISSION CRITICAL REIT, INC. (CVREIT) MERGED WITH AND INTO CARTER VALIDUS MISSION CRITICAL REIT II, INC. (CVREIT II) PURSUANT TO IRC SECTION 368(a)(1)(A). EACH COMMON SHARE OF CVREIT WAS EXCHANGED FOR \$1.00 IN CASH AND .4681 SHARES OF CVREIT II CLASS A COMMON STOCK, PAR VALUE \$.01 PER SHARE, FOR A TOTAL MERGER CONSIDERATION OF \$5.33 PER SHARE OF CVREIT COMMON STOCK.
- 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 MERGER OF CVREIT WITH AND INTO CVREIT II QUALIFIES AS A REORGANIZATION UNDER SECTION 368(a)(1)(A). THE SHAREHOLDER WILL RECOGNIZE GAIN (BUT NOT LOSS) IN AN AMOUNT EQUAL TO THE LESSER OF (1) THE AMOUNT OF GAIN REALIZED (i.e., THE EXCESS OF THE SUM OF THE AMOUNT OF CASH AND THE FAIR MARKET VALUE OF THE CVREIT II COMMON STOCK RECEIVED OVER SUCH HOLDER'S ADJUSTED U.S. FEDERAL INCOME TAX BASIS IN ITS SHARES OF CVREIT COMMON STOCK SURRENDERED) AND (2) THE AMOUNT OF CASH RECEIVED PURSUANT TO THE MERGER. IF A SHAREHOLDER ACQUIRED DIFFERENT BLOCKS OF CVREIT COMMON STOCK AT DIFFERENT TIMES OR DIFFERENT PRICES, ANY GAIN MUST BE DETERMINED SEPARATELY FOR EACH BLOCK OF CVREIT COMMON STOCK. THE CVREIT SHAREHOLDERS WOULD REDUCE THE ADJUSTED BASIS FOR ANY MONTHLY DISTRIBUTIONS RECEIVED DURING 2019 THAT WILL BE TREATED AS A RETURN OF BASIS UNDER IRC SECTION 301(c)(2). THE PORTION OF THE 2019 MONTHLY DISTRIBUTION THAT WILL BE TREATED AS A RETURN OF BASIS WAS NOT YET KNOWN UPON FILING THIS FORM 8937.
- 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 ► FOR EACH SHARE OF CVREIT II COMMON STOCK RECEIVED IN EXCHANGE FOR CVREIT STOCK, THE ADJUSTED BASIS MUST BE ALLOCATED TO CVREIT II COMMON STOCK OR ALLOCABLE PORTION RECEIVED IN A MANNER THAT REFLECTS TO THE GREATEST EXTENT POSSIBLE THE BASIS IN CVREIT COMMON SHARES THAT WERE ACQUIRED ON THE SAME DATE AND AT THE SAME PRICE. TO THE EXTENT THAT IT IS NOT POSSIBLE TO ALLOCATE THE AGGREGATE ADJUSTED BASIS IN THIS MANNER, THE AGGREGATE ADJUSTED BASIS OF THE CVREIT COMMON SHARES SURRENDERED MUST BE ALLOCATED TO THE CVREIT II COMMON SHARES IN A MANNER THAT MINIMIZES THE DISPARITY IN THE HOLDING PERIODS OF THE CVREIT COMMON SHARES WHOSE BASIS IS ALLOCATED TO ANY PARTICULAR CVREIT II COMMON SHARE RECEIVED.

Part II Organizational Action (continued)**17** List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ►

IRC SECTION 301(c)

IRC SECTION 302

IRC SECTION 356

IRC SECTION 358

IRC SECTION 368(a)

18 Can any resulting loss be recognized? ► NO LOSS CAN BE RECOGNIZED IN EXCHANGE OF THE CVREIT COMMON STOCK FOR THE CVREIT II COMMON STOCK.**19** Provide any other information necessary to implement the adjustment, such as the reportable tax year ► THE TAX MERGER, THE TAX-FREE REORGANIZATION, THE ADJUSTMENTS TO BASIS AND ANY GAIN RESULTING FROM THE DISTRIBUTION OF CASH WOULD BE TAKEN INTO ACCOUNT IN THE YEAR OF THE SHAREHOLDER DURING WHICH THE MERGER WAS EFFECTIVE. THE EFFECTIVE DATE OF THE MERGER WAS OCTOBER 4, 2019.**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 ►

Date ►

Print your name ►

Title ►

Paid Preparer Use Only

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed

PTIN

Alex N. Park

Alex N. Park

10/29/19

P00134487

Firm's name ► Ernst & Young U.S. LLP

Firm's EIN ► 34-6565596

Firm's address ► 55 Ivan Allen Blvd., Suite 1000, Atlanta, GA 30308

Phone no. 404-874-8300

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054