# Form **8937**

(December 2011)
Department of the Treasury
Internal Revenue Service

# Report of Organizational Actions Affecting Basis of Securities

► See separate instructions.

OMB No. 1545-2224

Part Reporting	Issuer					
1 Issuer's name		2 Issuer's employer identification number (EIN)				
COLONY STARWOOD HO	MES (FKA STARWO)	OD WAVEO	INT RESIDENTIAL TRUST)	80-6260391		
3 Name of contact for ac		5 Email address of contact				
INVESTOR RELATIONS		510-982-5470		IR@COLONYSTARWOOD.COM		
6 Number and street (or	P.O. box if mail is not o	delivered to	street address) of contact	7 City, town, or post office, state, and Zip code of contact		
8665 E HARTFORD DR, S	TF 200			SCOTTSDALE, AZ 85255		
8 Date of action	12 200	9 Clas	sification and description	300113DALE, NZ 03233		
CEE ATTACHMENT						
SEE ATTACHMENT  10 CUSIP number	11 Serial number(s)		12 Ticker symbol	STARWOOD HOMES DUE 2019  13 Account number(s)		
10 Oodii Harribei	Genarmanber(s)	•	12 Ticker Symbol	Account number(s)		
85571WAB5	N/A		SFR	N/A		
				e back of form for additional questions.		
		plicable, the	e date of the action or the date	against which shareholders' ownership is measured for		
the action ► <u>SEE A</u>	TTACHMENT					
			-			
15 Describe the quantita share or as a percent	tive effect of the organ	iizational ac E ATTACHI	tion on the basis of the securit MENT	y in the hands of a U.S. taxpayer as an adjustment per		
-						
<del></del>						
16 Describe the calculat valuation dates ▶ SE	ion of the change in ba	sis and the	data that supports the calcula	tion, such as the market values of securities and the		
9=						
<del></del>						

Part II		Organizational Action (cont	inued)		
			section(s) and subsection(s) upon which	ch the tax treatment is based	· -
SEE AT	TACE	IMENT			
-					
-					alles and statements, and to the best of my knowledge and nation of which preparer has any knowledge.  Date ► 4//3//7  Title ► EVP, GENERAL COUNSEL  Date Check if Self-employed  Firm's EIN ►  Phone no.
<b>18</b> Ca	n any	resulting loss be recognized? ►	N/A		
		S-7			
					and to the best of my knowledge and arer has any knowledge.  //3//7  NERAL COUNSEL  Check ☐ if self-employed  Firm's EIN ▶  Phone no.
-					
<b>19</b> Pro	ovide	any other information necessary to	implement the adjustment, such as the	ne reportable tax vear	
SEE ATT			p.ee u.o dajaounon, odon do u	- Toportable tax year y	
					statements, and to the best of my knowledge and which preparer has any knowledge.  #///3//7  EVP, GENERAL COUNSEL  Check if self-employed  Firm's EIN P  Phone no.
			ry to implement the adjustment, such as the reportable tax year ▶  I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and eclaration of preparer (other than officer) is based on all information of which preparer has any knowledge.  Date ▶		
				nicluding accompanying schedules and statements, and to the best of my knowledge and than officer) is based on all information of which preparer has any knowledge.  Date ►	
	Unde	r penalties of perjury, I declare that I ha it is true, correct and complete. Declar	ve examined this return, including accomp	anying schedules and statement	s, and to the best of my knowledge and
	DOMO	, it is true, solling, and solling	and the property (other than onlow) is base	a of all information of which pre	parer rias any knowledge.
Sign Here		41 10		U	112/17
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1	D. C.	DVAN DEDOV			THE ALL COLUMNS :
	Print	your name ► RYAN BERRY  Print/Type preparer's name	Preparer's signature		_ DTIN
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Prepa		Firmle name	<u>T</u>		
Use O	nly	Firm's name			
Sand For	m gn	Firm's address ▶	nents) to: Department of the Treasure	Internal Devenue Conice C	- UAU
Sellu FOI	111 09	or uncluding accompanying staten	nema) to. Department of the Treasury.	internal nevenue Service. U	QQCII, U I 04201-0004

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#### **FORM 8937**

#### **PART II**

#### **LINE 14**

IN ACCORDANCE WITH THE TERMS OF ITS CONVERTIBLE NOTES DUE 2019, COLONY STARWOOD HOMES, MADE ADJUSTMENTS TO THE CONVERSION RATES OF THE CONVERTIBLE NOTES AS A RESULT OF MAKING CASH DISTRIBUTIONS TO ITS COMMON SHAREHOLDERS. THE CONVERSION RATE ADJUSTMENTS RESULTED IN A DEEMED DISTRIBUTION TO ITS RESPECTIVE CONVERTIBLE DEBT HOLDERS IN THE AMOUNTS LISTED BELOW:

CONVERTIBLE NOTES DUE 2019 (85571WAB5)

CONTRACTOR	3123 802 2013 (033) 14	VALUE			
EFFECTIVE DATE	DIVIDEND PAY DATE	OLD RATE	NEW RATE	SHARE PRICE	DEEMED DISTRIBUTION PER \$1,000 BOND
9/26/2014	10/15/2014	+	*	*	*
12/29/2014	1/15/2015	29.9242	30.2485	26.35	\$8.55
3/27/2015	4/15/2015	<u>u</u>	皇	=	20
6/26/2015	7/15/2015	30.2485	30.5896	24.62	\$8.40
9/28/2015	10/15/2015	<u> </u>	€	<u>\$</u>	鬟
12/8/2015	12/22/2015	30.5896	31.087	22.55	\$11.22
3/29/2016	4/15/2016	5	8	8	*
6/28/2016	7/15/2016	31.087	31.6046	29.43	\$15.23
9/28/2016	10/17/2016	*	*	+	*
12/28/2016	1/13/2017	31.6046	32.085	28.45	\$13.67

<sup>\*</sup>THESE CASH DISTRIBUTIONS PAID TO HOLDERS OF COMMON SHARES DID NOT TRIGGER AN ADJUSTMENT IN THE RESPECTIVE INDENTURE AGREEMENTS FOR THE 2019 NOTES. ACCORDINGLY, THERE WAS NO ASSOCIATED ACTION AFFECTING BASIS FOR THESE DISTRIBUTIONS.

# **LINE 15**

OF THE CASH DISTRIBUTIONS PAID TO COMMON SHAREHOLDERS DURING 2015, 100% REPRESENTS A RETURN OF CAPITAL. ACCORDINGLY, 100% OF THE DEEMED DISTRIBUTIONS DESCRIBED ABOVE FOR 2015 REPRESENTS A DECREASE IN BASIS.

OF THE CASH DISTRIBUTIONS PAID TO COMMON SHAREHOLDERS DURING 2016, 59% REPRESENTS A RETURN OF CAPITAL AND 41% REPRESENTS A CAPITAL GAIN DISTRIBUTION. ACCORDINGLY, 59% OF THE DEEMED DISTRIBUTIONS DESCRIBED ABOVE FOR 2016 REPRESENTS A DECREASE IN BASIS.

# **LINE 16**

THE CALCULATION OF THE DEEMED DISTRIBUTIONS ARE SET FORTH BELOW. THE SHARE PRICE FOR THE CALCULATION IS EQUAL TO THE LAST REPORTED SALES PRICE OF COMMON SHARES ON THE TRADING DAY IMMEDIATELY PRECEDING THE EX-DIVIDEND DATE FOR SUCH DIVIDEND OR DISTRIBUTION.

DEEMED DISTRIBUTION = (NEW CONVERSION RATE - OLD CONVERSION RATE) X SHARE PRICE

# **LINE 17**

THE CONVERSION RATE ADJUSTMENT ON THE 2019 NOTES RESULTS IN A DISTRIBUTION UNDER SECTION 305(c).

# **LINE 19**

FOR A CALENDAR YEAR TAXPAYER, THE REPORTABLE YEAR IS PRESUMABLY EQUAL TO THE CALENDAR YEAR IN WHICH THE DISTRIBUTIONS ON COMMON SHARES RESULTING IN THE ADJUSTMENT WERE PAID. PLEASE CONSULT YOUR TAX ADVISOR.