

Form **8937**
(December 2017)
Department of the Treasury
Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-0123

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name IONQ, INC.		2 Issuer's employer identification number (EIN) 47-5522175	
3 Name of contact for additional information THOMAS KRAMER	4 Telephone No. of contact	5 Email address of contact	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 4505 CAMPUS DRIVE		7 City, town, or post office, state, and ZIP code of contact COLLEGE PARK, MD 20740-3899	
8 Date of action SEPTEMBER 30, 2021		9 Classification and description COMMON STOCK	
10 CUSIP number 46222L 108	11 Serial number(s)	12 Ticker symbol IONQ	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 ▶ **ON SEPTEMBER 30, 2021, DMY TECHNOLOGY GROUP, INC. III ("DMY"), ION TRAP ACQUISITION INC., A DIRECT, WHOLLY OWNED SUBSIDIARY OF DMY, AND IONQ, INC. ("IONQ") COMPLETED THEIR AGREEMENT AND PLAN OF MERGER, DATED MARCH 7, 2021, WHICH PROVIDED FOR THE MERGER OF DMY, IONQ TRAP ACQUISITION INC. WITH AND INTO IONQ, WITH IONQ CONTINUING AS THE SURVIVING CORPORATION. CONCURRENTLY, CERTAIN INVESTORS ENTERED INTO SUBSCRIPTION AGREEMENTS PURSUANT TO WHICH THE PIPE INVESTORS HAVE COMMITTED TO PURCHASE 34,500,000 SHARES OF DMY'S CLASS A COMMON STOCK, PAR VALUE \$0.0001 PER SHARE, AT A PURCHASE PRICE PER SHARE OF \$10.00 AND AN AGGREGATE PURCHASE PRICE OF \$345.0 MILLION. AT THE EFFECTIVE TIME OF THE ORGANIZATIONAL ACTION, EACH SHARE OF IONQ CAPITAL STOCK WAS CANCELLED AND CONVERTED INTO THE RIGHT TO RECEIVE THE MERGER CONSIDERATION AND DMY WILL THEREAFTER OWN 100% OF THE OUTSTANDING CAPITAL STOCK OF IONQ AS THE SURVIVING CORPORATION OF THE ORGANIZATIONAL ACTION. ANY SHARES OF IONQ CAPITAL STOCK HELD IMMEDIATELY PRIOR TO THE EFFECTIVE TIME WILL BE CANCELLED WITHOUT ANY CONVERSION.**

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 IS INTENDED TO QUALIFY AS A REORGANIZATION WITHIN THE MEANING OF SECTION 368(A) OF THE CODE. THE PARTIES TO THIS MERGER HAVE NOT SOUGHT, AND WILL NOT SEEK, ANY RULING FROM THE IRS REGARDING ANY MATTERS RELATING TO THE MERGER, AND AS A RESULT, THERE CAN BE NO ASSURANCE THAT THE IRS WOULD NOT ASSERT, OR THAT A COURT WOULD NOT SUSTAIN, A POSITION CONTRARY TO ANY OF THE CONCLUSIONS SET FORTH HEREIN. THE FOLLOWING DESCRIPTIONS AND CALCULATIONS ASSUME THAT THE MERGER SO QUALIFIES.**

A U.S. HOLDER GENERALLY WILL NOT BE RECOGNIZED ANY GAIN OR LOSS, AND NO AMOUNT WILL BE INCLUDIBLE IN THE INCOME OF SUCH U.S. HOLDER, AS A RESULT OF THE RECEIPT OF NEWLY ISSUED CLASS A STOCK IN THE MERGER. THE AGGREGATE TAX BASIS OF THE NEWLY ISSUED CLASS A STOCK RECEIVED IN THE MERGER SHOULD BE IN THE SAME AS THE AGGREGATE TAX BASIS OF THE IONQ, INC. CAPITAL STOCK SURRENDERED IN EXCHANGE THEREFOR UNDER SECTION 358(A) OF THE CODE.

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 ▶ **THE AGGREGATE TAX BASIS OF THE NEWLY ISSUED COMMON STOCK RECEIVED IN THE MERGER SHOULD BE THE SAME AS THE AGGREGATE TAX BASIS OF THE IONQ, INC. CAPITAL STOCK SURRENDERED IN EXCHANGE THEREFOR UNDER SECTION 358(A) OF THE CODE. THE BASIS IN EACH SHARE OF NEWLY ISSUED COMMON STOCK RECEIVED IN THE EXCHANGE SHOULD BE EQUAL TO THE BASIS OF THE SHARE EXCHANGE THEREFOR UNDER TREAS. REG. 1.358-2(A)(2).**

THE AGGREGATE MERGER CONSIDERATION TO BE PAID IN CONNECTION WITH THE ORGANIZATIONAL ACTION IS EXPECTED TO BE APPROXIMATELY 123,808,665 NEWLY ISSUED SHARES OF CLASS A STOCK EQUAL TO \$1.238 BILLION (BASED ON ASSUMED VALUE OF \$10.00 PER SHARE).

Part II Organizational Action (continued)

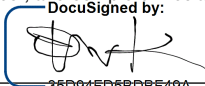
17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► **THE TAX TREATMENT DESCRIBED HEREIN IS BASED (IN PART) ON SECTIONS 368(A), 368(A)(2)(E), 354(A)(I), AND 358(A) OF THE CODE.**

18 Can any resulting loss be recognized? ► **ASSUMING THAT THE MERGER QUALIFIES AS A REORGANIZATION WITHIN THE MEANING OF CODE SECTION 368(A), A U.S. HOLDER GENERALLY WILL NOT RECOGNIZE ANY LOSS AS A RESULT OF THE RECEIPT OF THE NEWLY ISSUED COMMON STOCK IN THE MERGER.**

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► **REPORTABLE TAX YEAR: 2021**

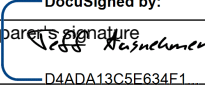
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

DocuSigned by:  Signature ► _____ Date ► **11/14/2021**
35D94FD5BDBF49A...

Print your name ► **THOMAS KRAMER** DocuSigned by: _____ Title ► **CFO**

Paid Preparer Use Only

Print/Type preparer's name JEFFREY AUSNEHMER	Preparer's signature 	Date 11/15/2021	Check <input type="checkbox"/> if self-employed	PTIN P00960186
Firm's name ► DELOITTE TAX LLP	Firm's address ► 7900 TYSONS ONE PLACE SUITE 800 MCLEAN, VA 22202		Firm's EIN ► 86-1065772	Phone no. 703-251-1000