

► See separate instructions.

Part I Reporting Issuer

1 Issuer's name		2 Issuer's employer identification number (EIN)	
BLACKROCK LIFEPATH SMART BETA 2025 FUND OF BLACKROCK FUNDS II		64-0955542	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
BlackRock Advisors	(800) 882-0052	mutual_funds_ff_www@blackrock.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	
One Financial Center		Boston, MA 02111	
8 Date of action		9 Classification and description	
September 2, 2020		Common Stock - Regulated Investment Company	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
See Statement 1	n/a	See Statement 1	n/a

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 ► The Issuer paid distributions to common shareholders during the taxable period ended September 2, 2020.

All or a portion of each distribution constitutes a non-taxable return of capital.

- 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 portion of the distribution that constitutes a non-taxable return of capital will decrease a U.S. taxpayer's basis in the shares of the Issuer. Please see Statement 1 for the non-taxable return of capital.

- 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 ► Issuer's current and accumulated earnings and profits were compared to distributions paid during the taxable period ended September 2, 2020. The non-taxable return of capital represents the amount of distributions paid during the taxable period ended September 2, 2020 in excess of Issuer's current and accumulated earnings and profits under IRC Section 316.

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 301, 316, 852

18 Can any resulting loss be recognized? ► No _____

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► _____

See Statement 1 for the per share amounts and dates of distributions impacted by this organizational action.

This organizational action is reportable with respect to calendar year 2020.

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 ► Ronald Fisher Date ► 10/16/20

Print your name ► Ronald Fisher

Title ► Assistant Treasurer

Paid Preparer Use Only	Print/Type preparer's name Kenneth Sandgren	Preparer's signature <u>Kenneth Sandgren</u>	Date 10/14/2020	Check <input type="checkbox"/> if self-employed	PTIN P01222741
	Firm's name ► Deloitte Tax LLP			Firm's EIN ►	86-1065772
	Firm's address ► 1700 Market Street, Philadelphia, PA 19103			Phone no.	215-246-2300

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

NM1020U-1374045-2/3

STATEMENT 1

**BLACKROCK LIFEPATH SMART BETA 2025 FUND OF BLACKROCK
FUNDS II
F.E.I.N. 64-0955542**
FOR THE TAXABLE PERIOD ENDED SEPTEMBER 2, 2020
ATTACHMENT TO FORM 8937

NON-TAXABLE RETURN OF CAPITAL

<u>Class</u>	<u>Ticker</u>	<u>Cusip</u>	<u>Payable Date</u>	<u>Per Share Reduction of Basis in Stock</u>
CLASS A	BAPDX	09256H575	08/06/2020	0.844005152
CLASS K	BIPDX	09256H583	08/06/2020	0.854895160
CLASS R	BRPDX	09256H567	08/06/2020	0.837271854
INSTITUTIONAL	BLCIX	09257E506	08/06/2020	0.851750153