

► See separate instructions.

## **Part I Reporting Issuer**

<b>1</b> Issuer's name		<b>2</b> Issuer's employer identification number (EIN)	
BLACKROCK LIFEPATH SMART BETA 2035 FUND OF BLACKROCK FUNDS II		13-4357572	
<b>3</b> Name of contact for additional information	<b>4</b> Telephone No. of contact	<b>5</b> Email address of contact	
BlackRock Advisors	(800) 882-0052	mutual_funds_ff_www@blackrock.com	
<b>6</b> Number and street (or P.O. box if mail is not delivered to street address) of contact		<b>7</b> City, town, or post office, state, and ZIP code of contact	
One Financial Center		Boston, MA 02111	
<b>8</b> Date of action		<b>9</b> Classification and description	
September 2, 2020		Common Stock - Regulated Investment Company	
<b>10</b> CUSIP number	<b>11</b> Serial number(s)	<b>12</b> Ticker symbol	<b>13</b> 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.

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- 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.

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- 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.

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**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, 85218 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 FisherDate ► 10/16/20Print your name ► Ronald FisherTitle ► Assistant Treasurer

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

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

NM1020U-1374071-2/3

**BLACKROCK LIFE PATH SMART BETA 2035 FUND OF BLACKROCK FUNDS II**

**F.E.I.N 13-4357572**  
**FOR THE TAXABLE PERIOD ENDED SEPTEMBER 2, 2020**  
**ATTACHMENT TO FORM 8937**

**NON-TAXABLE RETURN OF CAPITAL**

<b><u>Class</u></b>	<b><u>Ticker</u></b>	<b><u>Cusip</u></b>	<b><u>Pavable Date</u></b>	<b><u>Per Share Reduction of Basis in Stock</u></b>
CLASS A	BAPGX	09256H518	8/6/2020	0.725767423
CLASS K	BIPGX	09256H526	8/6/2020	0.736564611
CLASS R	BRPGX	09256H492	8/6/2020	0.720529522
INSTITUTIONAL	BLGIX	09257E704	8/6/2020	0.733104296