

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name BLACKROCK LIFEPATH SMART BETA 2040 FUND OF BLACKROCK FUNDS II		2 Issuer's employer identification number (EIN) 13-4357569	
3 Name of contact for additional information BlackRock Advisors	4 Telephone No. of contact (800) 882-0052	5 Email address of contact mutual_funds_ff_www@blackrock.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact One Financial Center		7 City, town, or post office, state, and ZIP code of contact Boston, MA 02111	
8 Date of action September 2, 2020		9 Classification and description Common Stock - Regulated Investment Company	
10 CUSIP number See Statement 1	11 Serial number(s) n/a	12 Ticker symbol See Statement 1	13 Account number(s) 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	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Kenneth Sandgren	<u>Kenneth Sandgren</u>	10/14/2020		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

BLACKROCK LIFEPATH SMART BETA 2040 FUND OF BLACKROCK FUNDS
II
F.E.I.N. 13-4357569
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	BAPHX	09256H476	08/06/2020	0.643436694
CLASS K	BIPHX	09256H484	08/06/2020	0.654305239
CLASS R	BRPHX	09256H468	08/06/2020	0.636460169
INSTITUTIONAL	BLHIX	09257E803	08/06/2020	0.647671862