

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 Baudax Bio, Inc.		2 Issuer's employer identification number (EIN) 47-4639500	
3 Name of contact for additional information Richard S. Casten	4 Telephone No. of contact (212) 600-1902	5 Email address of contact rcasten@baudaxbio.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 490 Lapp Road		7 City, town, or post office, state, and ZIP code of contact Malvern, PA 19355	
8 Date of action 02/16/2022		9 Classification and description Reverse Stock Split of Common Stock	
10 CUSIP number 07160F206	11 Serial number(s) N/A	12 Ticker symbol BXR	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 ▶ On February 16, 2022, Baudax BIO, Inc. (the "Corporation") amended its Certificate of Incorporation to effect a reverse stock split in which every thirty-five (35) shares of common stock of the Corporation ("Common Stock") were combined and converted into one (1) share of Common Stock. A shareholder who would have otherwise been entitled to a fractional share as a result of the reverse stock split received cash in lieu thereof and was deemed for federal income tax purposes to have received and then immediately sold such fractional share for cash.

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 ▶ Upon the effective date of the reverse stock split, every thirty-five (35) shares of Common Stock automatically converted to one (1) share of Common Stock. As a result, shareholders must allocate the aggregate tax basis in their shares held immediately prior to the reverse stock split among the shares held immediately after the reverse stock split (including consideration of any fractional interest for which cash was received).

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 ▶ See Line 15 above. While the basis "per share" is impacted, the basis of the shareholder's total investment remains unchanged. Shareholders with blocks of pre-split Common Stock not divisible by thirty-five (35) which reflect pre-split Common Stock acquired at different times or at different prices must replicate such blocks of pre-split Common Stock in the post-split Common Stock received pursuant to a formula provided in Treasury regulations that seek to preserve, to the greatest extent possible, the basis of a particular block of Pre-split Common Stock in one or more post-split Common Stock shares received in exchange therefor. This may require the aggregate basis in one block of pre-split Common Stock to be allocated to post-split Common Stock in a manner where some post-split Common Stock blocks may have split basis and holding period segments. Because no fractional shares were issued, the aggregate tax basis of Common Stock held by a shareholder immediately after the reverse stock split could be less than the pre-split aggregate tax basis by an amount equal to the aggregate tax basis allocated to the fractional shares, if any.

Part II **Organizational Action** (continued)**17** List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ►[Section 368\(a\)\(1\)\(E\) - Recapitalization](#)[Section 354 - Exchanges of stock and securities in certain reorganizations](#)[Section 358 - Basis to distributees](#)[Section 1001 - Determination of amount of and recognition of gain or loss](#)[Section 1012 - Basis of property - cost](#)

18 Can any resulting loss be recognized? ► [Except to the extent of cash received in lieu of fractional shares, shareholders generally will not recognize gain or loss as a result of the reverse stock split. In general, a shareholder who receives cash payment in lieu of a fractional share will recognize capital gain or loss equal to the difference between the amount received in lieu of the fractional share and the portion of the holder's tax basis of the pre-split Common Stock that is allocable to the fractional share. Such gain or loss generally will be long-term capital gain or loss if the shareholder's holding period in its pre-split Common Stock is more than one year as of the reverse stock split. The deductibility of net capital losses by individuals and corporations is subject to limitations.](#)

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► [The stock basis adjustment and any gain or loss will be taken into account in the tax year of the shareholder during which the transaction occurred \(e.g., 2022 for calendar year taxpayers\).](#)

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 ► Richard S. CastenDate ► March 2, 2022Print your name ► Richard S. CastenTitle ► Chief Financial Officer**Paid Preparer Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed

PTIN

Firm's name ►

Firm's EIN ►

Firm's address ►

Phone no.