

## Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

<b>Part I Reporting Issuer</b>			
<b>1 Issuer's name</b> MIRAGEN THERAPEUTICS, INC.		<b>2 Issuer's employer identification number (EIN)</b> 47-1187261	
<b>3 Name of contact for additional information</b> JASON LEVERONE	<b>4 Telephone No. of contact</b> 720-643-5200	<b>5 Email address of contact</b> JLEVERONE@MIRAGEN.COM	
<b>6 Number and street (or P.O. box if mail is not delivered to street address) of contact</b> 6200 LOOKOUT DR, SUITE 100		<b>7 City, town, or post office, state, and ZIP code of contact</b> BOULDER, CO 80301	
<b>8 Date of action</b> NOVEMBER 13, 2020		<b>9 Classification and description</b> 1-FOR-15 REVERSE STOCK SPLIT AND CUSIP CHANGE	
<b>10 CUSIP number</b> (NEW CUSIP) 60463E202	<b>11 Serial number(s)</b>	<b>12 Ticker symbol</b> MGEN	<b>13 Account number(s)</b>

**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 ▶ EFFECTIVE AS OF 12:01 A.M. EASTERN TIME ON NOVEMBER 13, 2020, MIRAGEN THERAPEUTICS, INC. UNDERWENT A 1-FOR-15 REVERSE STOCK SPLIT OF ITS COMMON STOCK. THE CUSIP NUMBER CHANGED TO 60463E202.**

**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 EFFECTIVENESS OF THE 1-FOR-15 REVERSE STOCK SPLIT, EACH SHAREHOLDER OF MIRAGEN THERAPEUTICS, INC. COMMON STOCK RECEIVED 1 SHARE IN EXCHANGE FOR EACH 15 SHARES HELD. NO FRACTIONAL SHARES OF COMMON STOCK WILL BE ISSUED AS A RESULT OF THE REVERSE STOCK SPLIT. STOCKHOLDERS OF RECORD WHO WOULD OTHERWISE BE ENTITLED TO RECEIVE A FRACTIONAL SHARE WILL RECEIVE A CASH PAYMENT IN LIEU THEREOF. AS A RESULT OF THE REVERSE STOCK SPLIT, MIRAGEN THERAPEUTICS, INC. SHAREHOLDERS WILL BE REQUIRED TO ALLOCATE THE AGGREGATE TAX BASIS IN THEIR COMMON STOCK HELD IMMEDIATELY PRIOR TO THE REVERSE STOCK SPLIT AMONG THE SHARES OF COMMON STOCK HELD IMMEDIATELY AFTER THE REVERSE STOCK SPLIT (INCLUDING ANY FRACTIONAL SHARE FOR WHICH CASH IS 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 ▶ POST-SPLIT (NEW) BASIS PER SHARE = PRE-SPLIT (OLD) BASIS PER SHARE TIMES 15. WHILE THE BASIS "PER SHARE" IS IMPACTED, THE BASIS OF THE SHAREHOLDER'S TOTAL INVESTMENT REMAINS UNCHANGED.**

**SHAREHOLDERS WHO RECEIVED CASH IN LIEU OF FRACTIONAL SHARES WILL BE TREATED AS HAVING RECEIVED SUCH FRACTIONAL SHARES IN THE TRANSACTION AND THEN AS HAVING EXCHANGED SUCH FRACTIONAL SHARES FOR CASH. THE AMOUNT OF GAIN OR LOSS RECOGNIZED AS A RESULT OF SUCH EXCHANGE WILL BE EQUAL TO THE DIFFERENCE BETWEEN THE RATABLE PORTION OF THE TAX BASIS THAT IS ALLOCATED TO SUCH FRACTIONAL SHARES AND THE CASH RECEIVED IN LIEU.**

**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 WITH RESPECT TO THE REVERSE STOCK SPLIT IS DETERMINED PURSUANT TO THE INTERNAL REVENUE CODE SECTIONS 368 AND 354. THE IMPACT OF THE STOCKHOLDER'S BASIS IS DETERMINED PURSUANT TO INTERNAL REVENUE CODE SECTION 358. THE TAX TREATMENT TO A STOCKHOLDER OF THE CASH RECEIVED IN LIEU OF A FRACTIONAL SHARE IS DETERMINED PURSUANT TO INTERNAL REVENUE CODE SECTION 302.**

18 Can any resulting loss be recognized? ► **IN GENERAL, THE 1-FOR-15 REVERSE STOCK SPLIT SHOULD NOT CONSTITUTE A TAXABLE TRANSACTION, EXCEPT TO THE EXTENT OF ANY CASH RECEIVED FOR FRACTIONAL SHARES. IF A SHAREHOLDER RECEIVES CASH IN LIEU OF A FRACTIONAL SHARE, THE SHAREHOLDER WILL RECOGNIZE CAPITAL GAIN OR LOSS BASED ON THE DIFFERENCE BETWEEN THE AMOUNT OF CASH RECEIVED AND THE SHAREHOLDER'S ADJUSTED TAX BASIS IN THE FRACTIONAL SHARE. SUCH CAPITAL GAIN OR LOSS WILL CONSTITUTE LONG-TERM CAPITAL GAIN OR LOSS IF THE SHAREHOLDER'S HOLDING PERIOD FOR THE COMMON STOCK IS MORE THAN ONE YEAR AS OF THE DATE OF THE REVERSE STOCK SPLIT. THE DEDUCTIBILITY OF CAPITAL LOSSES MAY BE SUBJECT TO LIMITATIONS. SHAREHOLDERS SHOULD CONSULT THEIR TAX ADVISORS TO DETERMINE THE TAX IMPACT OF THIS TRANSACTION WITH RESPECT TO THEIR INDIVIDUAL FACTS AND CIRCUMSTANCES FOR TAX YEAR 2020.**

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► **THE REPORTABLE TAX YEAR IS 2020 FOR CALENDAR YEAR TAXPAYERS. FOR STOCKHOLDERS REPORTING TAXABLE INCOME ON A BASIS OTHER THAN THE CALENDAR YEAR, THE REPORTABLE TAX YEAR IS THE STOCKHOLDER'S TAX YEAR THAT INCLUDES NOVEMBER 13, 2020.**


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

Signature ►  Date ► 12/31/2020

Print your name ► **JASON LEVERONE** Title ► **CFO**

**Paid Preparer Use Only**

Print/Type preparer's name <b>DAVID GREENAMYRE</b>	Preparer's signature 	Date <b>12/04/2020</b>	Check <input type="checkbox"/> if self-employed	PTIN <b>P01253914</b>
Firm's name ► <b>ARMANINO LLP</b>	Firm's EIN ► <b>94-6214841</b>		Phone no. <b>408-200-6400</b>	
Firm's address ► <b>50 W SAN FERNANDO ST, #500, SAN JOSE, CA 95113-2433</b>				