► See separate instructions.

PairReporting1Issuer's name	155061	2 Issuer's employer identification number (EIN				
THE CHEESECAKE FACT	ORY INCORPORATE	51-0340466				
3 Name of contact for ad	ditional information	4 Telephon	e No. of contact	5 Email address of contact		
ETIENNE MARCUS			818-871-3000	investorrelations@thecheesecakefactory.com		
6 Number and street (or	P.O. box if mail is not	delivered to s	street address) of contact	7 City, town, or post office, state, and ZIP code of cont		
26901 MALIBU HILLS RO	٩D	CALABASAS, CA 91301				
8 Date of action		9 Class	sification and description			
MARCH 7, 2023		0.375% (CONVERTIBLE SENIOR N	OTES DUE 2026		
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)		
163072AA9			САКЕ			
Part II Organizati	⊥ onal Action Attac	h additiona	I statements if needed.	See back of form for additional questions.		
14 Describe the organiza	ational action and, if a			ate against which shareholders' ownership is measured for		
the action ► SEE A	PPENDIX A					
15 Describe the quantita share or as a percent	-			urity in the hands of a U.S. taxpayer as an adjustment per		
16 Describe the calculat valuation dates ► <u>SE</u>	•	asis and the	data that supports the calc	ulation, such as the market values of securities and the		
For Paperwork Reduction	Act Notice, see the	separate Ins	tructions.	Cat. No. 37752P Form 8937 (12-20		

Form 8	937 (12-2	017)			Page 2
Part		Drganizational Action (continued)			
		applicable Internal Revenue Code section(s) and subsection(s) upon which the tax t	reatmen	t is based Þ	•
SE	CTION	S 301, 305(b), AND 305(c)			
18	Can any	resulting loss be recognized? ► THIS IS NOT A LOSS TRANSACTION.			
19	Provide	any other information necessary to implement the adjustment, such as the reportab	ole tax ye	ear ► THE	
		CONVERSION RATE ADJUSTMENT IS THE TAX YEAR OF THE HOLDER DURIN INT OCCURRED (e.g. 2023 FOR A CALENDAR YEAR TAXPAYER).		THE CO	
AD.		INT OCCORRED (E.G. 2023 FOR A CALENDAR TEAR TANFATER).			
		Penalties of perjury, I declare that I have examined this return, including accompanying sche it is true, correct, and complete. Declaration of preparer (other than officer) is based on all info			
Ciam	Dellei		mation o	i which prepa	arer has any knowledge.
Sign Here		lowan John frangfr		April 12	2, 2023
11010	Signa	ture ►	Date 🕨	· · · ·	· · · · · · · · · · · · · · · · · · ·
	Print	vour name ► ROMAN L. WASYLYN	Title ►	VP , TAX	
Paid		Print/Type preparer's name Preparer's signature	Date		Check if PTIN
Palo					self-employed
	Only	Firm's name			Firm's EIN ►
	,	Firm's address ►			Phone no.

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

The Cheesecake Factory Incorporated Appendix A to Form 8937 Report of Organizational Actions Affecting Basis of Securities Debt Instrument: 0.375% Convertible Senior Notes due 2026 March 7, 2023 Conversion Rate Adjustment

Section 6045B of the U.S. Internal Revenue Code (the "**Code**") and the Treasury Regulations promulgated thereunder provide that, if a company pays a cash dividend with respect to its stock that results in a conversion rate adjustment on a convertible debt instrument that is treated as a deemed distribution under Sections 305(b)(2) and 305(c) of the Code, an information return on Form 8937, *Report of Organizational Actions Affecting Stock Basis of Securities*, must be filed with the Internal Revenue Service or, in lieu of filing, posted to the Company's public website.

The information contained in the attached Form 8937 and this Appendix A is intended to satisfy the public reporting requirements under Section 6045B of the Code and is intended to provide only a general summary of certain U.S. federal income tax consequences of the conversion rate adjustment. Such information is not intended to be a complete analysis or description of all potential federal or other tax consequences of the conversion rate adjustment. Noteholders should consult their own tax advisors to determine the particular federal, state, local or foreign income, reporting, or other tax consequences of the conversion rate adjustment applicable to them.

On June 15, 2021, The Cheesecake Factory Incorporated (NASDAQ: CAKE) (the "**Company**") issued \$345 million in aggregate principal amount of 0.375% Convertible Senior Notes due 2026 (the "**Notes**"). The Notes are convertible into shares of the Company's common stock, par value \$0.01 per share (the "**Common Stock**"). The terms of the Notes include anti-dilutive protections that provide for an increase in the number of shares of Common Stock issued by the Company upon conversion of the Notes in the event of payment of cash dividends on the Common Stock. This increase in the conversion rate of the Notes occurs on the ex-dividend date for cash dividends paid on the Common Stock.

Line 14 – Description of the Organizational Action

On March 21, 2023, the Company paid a cash dividend of \$0.27 per share with respect to its Common Stock to holders of record of the Common Stock on March 8, 2023. Under the anti-dilution provisions, the Company made an adjustment to the conversion rate of the Notes, effective March 7, 2023 (the exdividend date of the March 21, 2023 dividend.) The increase in the conversion rate resulted in a deemed dividend to holders of the Notes under Section 305(c) of the Code effective March 7, 2023.

Line 15 – Description of the Quantitative Effect of the Organizational Action

Effective March 7, 2023, the conversion rate on the Notes increased from 13.0675 shares of Common Stock per \$1,000 principal of Notes held to 13.1638 shares of Common Stock per \$1,000 principal of Notes held. The deemed dividend under Section 305(c) to holders of the Notes that resulted from the

conversion rate adjustment increased the basis of the Notes by \$3.5265 per \$1,000 principal of Notes held.

Line 16 – Description of the Calculation of the Change in Basis

The adjusted conversion rate of 13.1638 shares of Common Stock per \$1,000 principal of Notes held was determined, pursuant to the formula provided in the Notes, as follows:

Where:

13.0675 =	the conversion rate in effect immediately before the open of business on March 7, 2023, the ex-dividend date for the dividend;
13.1638 =	the conversion rate in effect immediately after the open of business on March 7, 2023;
\$36.89 =	the last reported sales price per share of our common stock on March 6, 2023, the trading day immediately before the ex-dividend date; and
\$0.27 =	the cash dividend amount distributed on March 21, 2023 per share of our Common Stock.

The tax basis adjustment of \$3.5265 per \$1,000 principal of Notes held was determined as follows:

 $$3.5265 = ($36.89 - $0.27) \times (13.1638 - 13.0675)$

Where:

13.0675 =	the conversion rate in effect immediately before the open of business on March 7, 2023, the ex-dividend date for the dividend;
13.1638 =	the conversion rate in effect immediately after the open of business on March 7, 2023;
\$36.89 =	the last reported sales price per share of our common stock on March 6, 2023, the trading day immediately before the ex-dividend date; and
\$0.27 =	the cash dividend amount distributed on March 21, 2023 per share of our Common Stock.