► See separate instructions.

	Issuer's name	133001				2 Issuer's employer identification number (EI	۷)	
THE CHEESECAKE FACTORY INCORPORATED						51-0340466		
3	Name of contact for ad	ditional information	rt	5 Email address of contact				
ETIENNE MARCUS 818-871-3000						investorrelations@thecheesecakefactory.com		
6	Number and street (or I	P.O. box if mail is not	delivered	to street address)	of contact	7 City, town, or post office, state, and ZIP code of contact		
2690	1 MALIBU HILLS ROA	AD				CALABASAS, CA 91301		
8	Date of action		9 CI	assification and de	escription			
ΜΑ	′ 23, 2023		0.375	% CONVERTIBLE	SENIOR NOTE	S DUE 2026		
10	CUSIP number	11 Serial number(s)	12 Ticker sy	mbol	13 Account number(s)		
	163072AA9			САКЕ				
Ра	rt II Organizati	onal Action Attac	ch additio	nal statements if	needed. See	back of form for additional questions.		
14	Describe the organization ► SEE A		applicable,	the date of the act	tion or the date a	against which shareholders' ownership is measured for		
15	Describe the quantita share or as a percent	-			s of the security	in the hands of a U.S. taxpayer as an adjustment per		
16	Describe the calculate valuation dates \blacktriangleright SE	•	basis and t	he data that suppo	orts the calculation	on, such as the market values of securities and the		
For	Paperwork Reduction	Act Notice, see the	separate	Instructions.		Cat. No. 37752P Form 8937 (12-2)17)	

Form 89	37 (12-2	2017)			Page 2		
Part		Organizational Action (continued)					
	ist the	applicable Internal Revenue Code section(s) and subsection(s) upon which the ta	ax treatment is based	►		
SEC	CTION	S 301, 305(b), AND 305(c)					
18 C	an any	resulting loss be recognized?► THIS IS	NOT A LOSS TRANSACTION.				
19 P	rovide	any other information necessary to implem	nent the adjustment, such as the repor	table tax year ► TH	E REPORTABLE TAX YEAR		
FOR	THIS	CONVERSION RATE ADJUSTMENT IS T	HE TAX YEAR OF THE HOLDER DU	RING WHICH THE C	ONVERSION RATE		
ADJ	USTMI	ENT OCCURRED (e.g. 2023 FOR A CALE	NDAR YEAR TAXPAYER).				
	Undo	reproduces of portions, I deploye that I have average	ined this voture including accompanying a		a and to the best of my knowledge and		
		r penalties of perjury, I declare that I have exam , it is true, correct, and complete. Declaration of					
Sign		Provention L					
Here	Signa	Signature ► July 5, 2023					
		/ ¥					
	Print	your name ► ROMAN L. WASYLYN		Title ► VP, TAX			
Paid		Print/Type preparer's name	Preparer's signature	Date	Check if PTIN		
Prepa	arer				self-employed		
Use (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 May 23, 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 June 6, 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 May 24, 2023. Under the anti-dilution provisions, the Company made an adjustment to the conversion rate of the Notes, effective May 23, 2023 (the exdividend date of the June 6, 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 May 23, 2023.

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

Effective May 23, 2023, the conversion rate on the Notes increased from 13.1638 shares of Common Stock per \$1,000 principal of Notes held to 13.2717 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 \$3.5542 per \$1,000 principal of Notes held.

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

The adjusted conversion rate of 13.2717 shares of Common Stock per \$1,000 principal of Notes held was determined, pursuant to the formula provided in the Notes, as follows:

$$13.2717 = 13.1638 \times (\$33.21 / (\$33.21 - \$0.27))$$

Where:

13.1638	=	the conversion rate in effect immediately before the open of business on May 23, 2023, the ex-dividend date for the dividend;
13.2717	=	the conversion rate in effect immediately after the open of business on May 23, 2023;
\$33.21	=	the last reported sales price per share of our common stock on May 22, 2023, the trading day immediately before the ex-dividend date; and
\$0.27	=	the cash dividend amount distributed on June 6, 2023 per share of our Common Stock.
The tax b	asis ac	djustment of \$3.5542 per \$1,000 principal of Notes held was determined as follows:
		\$3.5542 = (\$33.21 - \$0.27) x (13.2717 - 13.1638)

Where:

13.1638 =	the conversion rate in effect immediately before the open of business on May 23, 2023, the ex-dividend date for the dividend;
13.2717 =	the conversion rate in effect immediately after the open of business on May 23, 2023;
\$33.21 =	the last reported sales price per share of our common stock on May 22, 2023, the trading day immediately before the ex-dividend date; and
\$0.27 =	the cash dividend amount distributed on June 6, 2023 per share of our Common Stock.