► See separate instructions.

1 Issuer's name	Jissuer	2 Issuer's employer ide	2 Issuer's employer identification number (EIN) 51-0340466				
THE CHEESECAKE FAC	TORY INCORPORATE	51-03					
3 Name of contact for a	dditional information	4 Telephor	ne No. of contact	5 Email address of conta	act		
ETIENNE MARCUS			818-871-3000	investorrelations@thech	eesecakefactory.com		
6 Number and street (or	P.O. box if mail is not	delivered to	street address) of contact	7 City, town, or post office,	7 City, town, or post office, state, and ZIP code of contact		
26901 MALIBU HILLS RC	DAD	CALABASAS, CA 91301	CALABASAS, CA 91301				
8 Date of action		9 Class	sification and description				
AUGUST 15, 2023		0.375% (CONVERTIBLE SENIOR	NOTES DUE 2026			
10 CUSIP number	11 Serial number(s	s)	12 Ticker symbol	13 Account number(s)			
163072AA9			САКЕ				
Part II Organizat	tional Action Attac	h additiona	I statements if needed.	See back of form for additional	questions.		
the action ► SEE /	APPENDIX A						
	tative effect of the orgative of old basis \blacktriangleright			curity in the hands of a U.S. taxpaye	r as an adjustment per		
16 Describe the calcula valuation dates ► S	•	asis and the	data that supports the cal	culation, such as the market values o	of securities and the		
For Paperwork Reductio	n Act Notice, see the	separate Ins	structions.	Cat. No. 37752P	Form 8937 (12-2017)		

Form 89	937 (12-2	017)			Page 2
Part		Drganizational Action (continued)			
		pplicable Internal Revenue Code section(s) and subsection(s) upon which the tax t	reatmen	t is based I	•
SE	CTION	5 301, 305(b), AND 305(c)			
18 (Can any	resulting loss be recognized? THIS IS NOT A LOSS TRANSACTION.			
19 F	Provide	any other information necessary to implement the adjustment, such as the reportab	le tax ye	ar ► THE	
		ONVERSION RATE ADJUSTMENT IS THE TAX YEAR OF THE HOLDER DURIN NT OCCURRED (e.g. 2023 FOR A CALENDAR YEAR TAXPAYER).		H THE CO	
ADJ	USTIVI	NT OCCORRED (e.g. 2023 FOR A CALENDAR TEAR TAXFATER).			
		penalties of perjury, I declare that I have examined this return, including accompanying sche			
0:	Deliet	it is true, correct, and complete. Declaration of preparer (other than officer) is based on all info	rmation of	r which prepa	arer has any knowledge.
Sign Here		Comail FNungfr		Septemb	per 28, 2023
TIELE	Signa	ure ►	Date 🕨		
	Drint -	our name ► ROMAN L. WASYLYN	Title ►	VP, TAX	
Daid	runu	Print/Type preparer's name Preparer's signature	Date		Check if PTIN
Paid Prep	aror				Check if self-employed
Use		Firm's name	_!		Firm's EIN ►
	Jy	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 August 15, 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 August 29, 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 August 16, 2023. Under the anti-dilution provisions, the Company made an adjustment to the conversion rate of the Notes, effective August 15, 2023 (the exdividend date of the August 29, 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 August 15, 2023.

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

Effective August 15, 2023, the conversion rate on the Notes increased from 13.2717 shares of Common Stock per \$1,000 principal of Notes held to 13.3775 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 \$3.5845 per \$1,000 principal of Notes held.

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

The adjusted conversion rate of 13.3775 shares of Common Stock per \$1,000 principal of Notes held was determined, pursuant to the formula provided in the Notes, as follows:

Where:

13.2717 =	the conversion rate in effect immediately before the open of business on August 15, 2023, the ex-dividend date for the dividend;
13.3775 =	the conversion rate in effect immediately after the open of business on August 15, 2023;
\$34.15 =	the last reported sales price per share of our common stock on August 14, 2023, the trading day immediately before the ex-dividend date; and
\$0.27 =	the cash dividend amount distributed on August 29, 2023 per share of our Common Stock.

The tax basis adjustment of \$3.5845 per \$1,000 principal of Notes held was determined as follows:

 $$3.5845 = ($34.15 - $0.27) \times (13.3775 - 13.2717)$

Where:

13.2717	=	the conversion rate in effect immediately before the open of business on August 15, 2023, the ex-dividend date for the dividend;
13.3775	=	the conversion rate in effect immediately after the open of business on August 15, 2023;
\$34.15	=	the last reported sales price per share of our common stock on August 14, 2023, the trading day immediately before the ex-dividend date; and
\$0.27 =	=	the cash dividend amount distributed on August 29, 2023 per share of our Common Stock.