► See separate instructions.

Part I Reporting 1 Issuer's name	JISSUEr	2 Issuer's employer identification number (EIN) 51-0340466					
THE CHEESECAKE FAC	TORY INCORPORATE						
3 Name of contact for additional information ETIENNE MARCUS		4 Telephon	ne No. of contact	5 Email address of contact			
		818-871-3000		investorrelations@thechees	eesecakefactory.com		
6 Number and street (or	delivered to	street address) of contact	7 City, town, or post office, stat	e, and ZIP code of contact			
26901 MALIBU HILLS RC	DAD			CALABASAS, CA 91301			
8 Date of action		9 Class	sification and description				
NOVEMBER 14, 2023		0.375% (CONVERTIBLE SENIOR	NOTES DUE 2026			
10 CUSIP number	11 Serial number(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 que	estions.		
the action ► SEE #	APPENDIX A						
	tative effect of the orgative of old basis \blacktriangleright			curity in the hands of a U.S. taxpayer as	an adjustment per		
16 Describe the calcula valuation dates ► SI	•	asis and the	data that supports the ca	culation, such as the market values of se	ecurities and the		
For Paperwork Reductio	n Act Notice, see the	separate Ins	structions.	Cat. No. 37752P	Form 8937 (12-2017)		

Form 8	937 (12-2	017)			Page 2
Par		Drganizational Action (continued)			
		applicable Internal Revenue Code section(s) and subsection(s) upon which the tax tr	eatment	is based	•
		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 reportabl	e tax yea	ar► THE	REPORTABLE TAX YEAR
FO	R THIS	CONVERSION RATE ADJUSTMENT IS THE TAX YEAR OF THE HOLDER DURING NT OCCURRED (e.g. 2023 FOR A CALENDAR YEAR TAXPAYER).	G WHIC	H THE CO	NVERSION RATE
AD	JUSTIVI	NT OCCURRED (E.G. 2023 FOR A CALENDAR TEAR TAXPATER).			
	Unde	penalties of perjury, I declare that I have examined this return, including accompanying sched	dules 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 inform			
Sign Here		lomail Johnyfr	Date Þ	Decem	ber 6, 2023
-	Oigila				
		our name ► ROMAN L. WASYLYN Print/Type preparer's name Preparer's signature	Title ► Date	VP, TAX	
Paid Prer	l Darer				Check if 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 November 14, 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 November 28, 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 November 15, 2023. Under the anti-dilution provisions, the Company made an adjustment to the conversion rate of the Notes, effective November 14, 2023 (the ex-dividend date of the November 28, 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 November 14, 2023.

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

Effective November 14, 2023, the conversion rate on the Notes increased from 13.3775 shares of Common Stock per \$1,000 principal of Notes held to 13.4936 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 \$3.6130 per \$1,000 principal of Notes held.

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

The adjusted conversion rate of 13.4936 shares of Common Stock per \$1,000 principal of Notes held was determined, pursuant to the formula provided in the Notes, as follows:

Where:

- 13.3775 =the conversion rate in effect immediately before the open of business on November 14,
2023, the ex-dividend date for the dividend;
- 13.4936 = the conversion rate in effect immediately after the open of business on November 14, 2023;
- *\$31.39* = the last reported sales price per share of our common stock on November 13, 2023, the trading day immediately before the ex-dividend date; and
- *\$0.27* = the cash dividend amount distributed on November 28, 2023 per share of our Common Stock.

The tax basis adjustment of \$3.6130 per \$1,000 principal of Notes held was determined as follows:

Where:

13.3775 =	the conversion rate in effect immediately before the open of business on November 14, 2023, the ex-dividend date for the dividend;
13.4936 =	the conversion rate in effect immediately after the open of business on November 14, 2023;
\$31.39 =	the last reported sales price per share of our common stock on November 13, 2023, the trading day immediately before the ex-dividend date; and
\$0.27 =	the cash dividend amount distributed on November 28, 2023 per share of our Common Stock.