# Form **8937**(December 2017) Department of the Treasury Internal Revenue Service

### Report of Organizational Actions Affecting Basis of Securities

► See separate instructions.

OMB No. 1545-0123

Part I Reporting	ssuer								
1 Issuer's name		2 Issuer's employer identification number (EIN)							
THE CHEESECAKE FACTO	DRY INCORPORATE	51-0340466							
3 Name of contact for add	4 Telephon	e No. of contact	5 Email address of contact						
ETIENNE MARCUS			818-871-3000	investorrelations@thecheesecakefactory.com					
6 Number and street (or F	P.O. box if mail is not	7 City, town, or post office, state, and ZIP code of contact							
26901 MALIBU HILLS ROA	,D	CALABASAS, CA 91301							
8 Date of action		9 Class	9 Classification and description						
MARCH 5, 2024		0.375% (	NOTES DUE 2026						
10 CUSIP number 11 Serial number(s)		s)	12 Ticker symbol	13 Account number(s)					
163072AA9			CAKE						
				. 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 ► SEE APPENDIX A									
SEE AI	TENDIA								
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 ► SEE APPENDIX A									
16 Describe the calculation valuation dates ▶ SEI	_	asis and the o	data that supports the ca	lculation, such as the market values of securities and the					

Par	t II	0	rganizational Action (continued)				· · · · · · · · · · · · · · · · · · ·				
17	List tl	he a	pplicable Internal Revenue Code section(	s) and subsection(s) upon which the tax to	reatment	: is based ▶	•				
			301, 305(b), AND 305(c)								
18	Can a	any i	resulting loss be recognized? ► THIS IS	NOT A LOSS TRANSACTION.							
19	Provi	de a	ny other information necessary to implem	nent the adjustment, such as the reportab	le tax ve	ar <b>⊳</b> THE	REPORTABLE TAX YEAR				
FO	R THI	IS C	ONVERSION RATE ADJUSTMENT IS TI	HE TAX YEAR OF THE HOLDER DURIN	G WHIC	H THE CO	NVERSION RATE				
AD	JUST	MEI	NT OCCURRED (e.g. 2024 FOR A CALE	NDAR YEAR TAXPAYER).							
				ined this return, including accompanying sche							
۵.		eliet, i	lief, 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 ► Namph Date ► April 17, 2024									
			our name ► ROMAN L. WASYLYN		Title ►	VP, TAX					
Paic			Print/Type preparer's name	Preparer's signature	Date	-	Check if PTIN				
Prep		r					self-employed				
Use			Firm's name ▶				Firm's EIN ▶				
	J.11		Firm's address ▶				Phone no.				
Send	Form Porm	893	7 (including accompanying statements) to	o: Department of the Treasury, Internal Re	evenue S	ervice, Ogo	den, 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 5, 2024 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 19, 2024, 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 6, 2024. Under the anti-dilution provisions, the Company made an adjustment to the conversion rate of the Notes, effective March 5, 2024 (the exdividend date of the March 19, 2024 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 5, 2024.

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

Effective March 5, 2024, the conversion rate on the Notes increased from 13.4936 shares of Common Stock per \$1,000 principal of Notes held to 13.5979 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 \$3.6432 per \$1,000 principal of Notes held.

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

The adjusted conversion rate of 13.5979 shares of Common Stock per \$1,000 principal of Notes held was determined, pursuant to the formula provided in the Notes, as follows:

$$13.5979 = 13.4936 \times (\$35.20 / (\$35.20 - \$0.27))$$

Where:

13.4936 = the conversion rate in effect immediately before the open of business on March 5, 2024, the ex-dividend date for the dividend;

13.5979 = the conversion rate in effect immediately after the open of business on March 5, 2024;

\$35.20 = the last reported sales price per share of our common stock on March 4, 2024, the trading day immediately before the ex-dividend date; and

\$0.27 = the cash dividend amount distributed on March 19, 2024 per share of our Common Stock.

The tax basis adjustment of \$3.6432 per \$1,000 principal of Notes held was determined as follows:

$$$3.6432 = ($35.20 - $0.27) \times (13.5979 - 13.4936)$$

Where:

13.4936 = the conversion rate in effect immediately before the open of business on March 5, 2024, the ex-dividend date for the dividend;

13.5979 = the conversion rate in effect immediately after the open of business on March 5, 2024;

\$35.20 = the last reported sales price per share of our common stock on March 4, 2024, the trading day immediately before the ex-dividend date; and

\$0.27 = the cash dividend amount distributed on March 19, 2024 per share of our Common Stock.