-ESTIMATED-

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 Issuer

1 Issuer's name	2 Issuer's employer identification number (EIN)
ClearBridge Tactical Dividend Income Fund	04-3098249

3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact
Legg Mason Shareholder Services	(800) 822-5544	shareholderservices@leggmason.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, state, and ZIP code of contact
100 First Stamford Place, 6th Floor	Stamford, CT 06902

8 Date of action	9 Classification and description
See Statement 1	See Statement 1

10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
See Statement 1		See Statement 1	

Part II Organizational Action Attach additional statements if needed. 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 Statement 1

15 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 Statement 1

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ See Statement 1

Part II Organizational Action *(continued)*

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ See Statement 1

18 Can any resulting loss be recognized? ▶ See Statement 1

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ See Statement 1

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules 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 information of which preparer has any knowledge.

Signature ▶ John Triolo Date ▶ 12/10/2021

Print your name ▶ John Triolo Title ▶ Assistant Treasurer

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
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

Statement 1

Information Furnished Pursuant to Internal Revenue Code Section 6045B Relating to Actions Affecting the Basis of Securities

Issuer's Name: **ClearBridge Tactical Dividend Income Fund**
EIN: **04-3098249**
Ticker and CUSIP: **See Table Below**
Classification: **Various classes of stock issued by a Regulated Investment Company**

The Fund has determined that a portion of the distributions listed below that were paid during the taxable period ended October 31, 2021, are classified as return of capital:

Class	CUSIP	NASDAQ Symbol	Record Date	Ex and Payable Date	Ordinary Income Per Share	Return of Capital Per Share	Total Distribution Per Share
A	52469H545	CFLGX	12/17/2020	12/18/2020	0.194323	-	0.194323
A	52469H545	CFLGX	03/30/2021	03/31/2021	0.101997	0.092143	0.194140
A	52469H545	CFLGX	06/29/2021	06/30/2021	0.104116	0.094057	0.198173
A	52469H545	CFLGX	09/29/2021	09/30/2021	0.102192	0.092318	0.194510
				Class A Total	0.502628	0.278518	0.781146
C	52469H529	SMDLX	12/17/2020	12/18/2020	0.161740	-	0.161740
C	52469H529	SMDLX	03/30/2021	03/31/2021	0.082527	0.074553	0.157080
C	52469H529	SMDLX	06/29/2021	06/30/2021	0.081457	0.073586	0.155043
C	52469H529	SMDLX	09/29/2021	09/30/2021	0.078623	0.071026	0.149649
				Class C Total	0.404347	0.219165	0.623512
I	52469H511	LADIX	12/17/2020	12/18/2020	0.205047	-	0.205047
I	52469H511	LADIX	03/30/2021	03/31/2021	0.107728	0.097319	0.205047
I	52469H511	LADIX	06/29/2021	06/30/2021	0.107861	0.097439	0.205300
I	52469H511	LADIX	09/29/2021	09/30/2021	0.109358	0.098793	0.208151
				Class I Total	0.529994	0.293551	0.823545
IS	52471R747	LCBDX	12/17/2020	12/18/2020	0.209560	-	0.209560
IS	52471R747	LCBDX	03/30/2021	03/31/2021	0.110241	0.099589	0.209830
IS	52471R747	LCBDX	06/29/2021	06/30/2021	0.110672	0.099979	0.210651
IS	52471R747	LCBDX	09/29/2021	09/30/2021	0.111502	0.100729	0.212231
				Class IS Total	0.541975	0.300297	0.842272

A return of capital is not considered taxable income to shareholders. Pursuant to IRC Section 301(c), the portion of a distribution which is a dividend (as defined under IRC Section 316) is includable in gross income while the portion of the distribution which is not a dividend shall be applied against and reduces the adjusted basis of the stock. Accordingly, shareholders who received these distributions should not include these amounts in taxable income, but instead pursuant to Internal Revenue Code Sections 301(c)(2) and 1016(a)(4), should treat them as a reduction of the cost basis of the applicable shares upon which these distributions were paid. In order to compute the required adjustment to cost basis, a shareholder should multiply the per share amount of each of the respective distributions by the number of shares held at each of the respective ex-dates.

Issuer's Name: ClearBridge Tactical Dividend Income Fund

If the shareholder has not sold or otherwise disposed of any shares during the period ended October 31, 2021, the information computed by the shareholder regarding the appropriate reduction in cost basis should be maintained in the shareholder's records until such time as the shareholder sells or otherwise disposes of such shares.

If the shareholder has sold or otherwise disposed of any shares during the period ended October 31, 2021, the shareholder should increase the recognized gain or decrease the recognized loss on the respective shares sold by the per share amount of the above-listed distribution multiplied by the respective shares held at each of the ex-dates listed which have been sold.

This information is being provided pursuant to Internal Revenue Code Section 6045(e), as amended. The tax information contained herein is provided for informational purposes only and should not be construed as legal or tax advice. Legg Mason does not provide legal or tax advice to taxpayers. This material and any tax-related statements are not intended or written to be used, and cannot be used or relied upon, by any such taxpayer for the purpose of avoiding tax penalties. Please consult an attorney or tax professional for assistance as to how this information will impact your specific tax situation.

For more information, please contact the Fund at 1-800-822-5544 or visit the Fund's web site at www.franklintempleton.com