

**Report of Organizational Actions  
Affecting Basis of Securities**

► See separate instructions.

**Part I Reporting Issuer**

<b>1</b> Issuer's name  REV Group, Inc.		<b>2</b> Issuer's employer identification number (EIN)  26-3013415	
<b>3</b> Name of contact for additional information  Investor Relations	<b>4</b> Telephone No. of contact  414-290-0190	<b>5</b> Email address of contact  investors@revgroup.com	
<b>6</b> Number and street (or P.O. box if mail is not delivered to street address) of contact  111 E. Kilbourn Ave		<b>7</b> City, town, or post office, state, and Zip code of contact  Milwaukee, WI 53202	
<b>8</b> Date of action  January 26, 2017		<b>9</b> Classification and description  REV Group Common Stock	
<b>10</b> CUSIP number  749527 107	<b>11</b> Serial number(s)	<b>12</b> Ticker symbol  REVG	<b>13</b> Account number(s)

**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 attachment](#)

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**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 attachment](#)

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**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 attachment](#)

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**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 attachment](#)

Blank lines for listing applicable Internal Revenue Code sections.

**18** Can any resulting loss be recognized? ▶ [See attachment](#)

Blank lines for providing information regarding loss recognition.

**19** Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ [See attachment](#)

Blank lines for providing other necessary information.

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.

**Sign Here**  
Signature ▶ Dean Nolden Date ▶ 3/10/17

<b>Paid Preparer Use Only</b>	Print your name ▶ <u>Dean Nolden</u>	Preparer's signature	Title ▶ <u>Chief Financial Officer</u>	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶	
	Firm's address ▶				Phone no.	

**REV Group, Inc.**  
**Stock Split of REV Group, Inc. Common Stock**  
**Attachment to Form 8937**

**Part II**

**Line 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.**

On January 9, 2017, REV Group, Inc. ("REV Group") Board of Directors approved an 80-for-one stock split ("Split") of our Class A and Class B common stock to be effectuated immediately prior to the effective date of REV Group's registration statement. In connection with the Split, REV Group filed a Certificate of Amendment of the Restated Certificate of Incorporation with the Secretary of the State of Delaware on January 26, 2017 making the Split effective. In addition to the Split, the Class A and Class B common stock were reclassified into a single class of common stock. On January 26, 2017, REV Group's registration statement was declared effective for its initial public offering ("IPO"), pursuant to which REV Group sold 12,500,000 shares of its common stock at a public offering price of \$22.00 per share.

**The information contained herein does not constitute tax advice and is not intended or written to be used for the purpose of avoiding penalties under the Internal Revenue Code. In addition, this information does not purport to be complete or to describe the consequences that may apply to particular categories of REV Group shareholders.**

**Shareholders are urged to consult their own tax advisor regarding the particular consequences of the Split, including the applicability and effect of all U.S. federal, state and local, and foreign tax laws.**

**Line 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.**

REV Group shareholders' should allocate the aggregate tax basis in the REV Group common stock owned immediately before the Split (after any reduction arising from fractional share cash distributions) among the shareholders' REV Group common stock received as a result of the Split.

**Line 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.**

For U.S. federal income tax purposes, the aggregate tax basis in the REV Group common stock owned immediately before the Split (after any reduction arising from fractional share cash distributions) must be allocated among the shareholders' REV Group common stock received as a result of the Split. The holding period from the stock received as a result of the Split should be determined in reference to the common stock owned immediately before the Split.

If shareholders own REV Group common stock with a different tax basis for alternative minimum tax ("AMT") purposes than tax basis for regular federal income tax purposes, they will need to allocate their AMT basis in REV Group common stock in the same manner as described above.

**Line 17**      **List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based.**

The Split constitutes a recapitalization for U.S. federal income tax purposes and, therefore, a reorganization within the meaning of Section 368(a)(1)(E) of the Internal Revenue Code. As a result, a REV Group shareholder generally should not recognize a gain or loss upon the Split, except with respect to the cash received in lieu of a fractional share of the common stock.

**Line 18**      **Can any resulting loss be recognized?**

The Split constitutes a recapitalization for U.S. federal income tax purposes and, therefore, a reorganization within the meaning of Section 368(a)(1)(E) of the Internal Revenue Code. As a result, a REV Group shareholder generally should not recognize a gain or loss upon the Split, except with respect to the cash received in lieu of a fractional share of the common stock.

**Line 19**      **Provide any other information necessary to implement the adjustment, such as the reportable tax year.**

The Split occurred on January 26, 2017. As a result, the basis adjustments in the shares of REV Group common stock should be reported in the taxable year that includes this date. In the case of shareholders who are calendar year taxpayers, the Distribution is reportable in the tax year ending December 31, 2017.