

OMB No. 1545-0123

► See separate instructions.

1 Issuer's name

2 Issuer's employer identification number (EIN)

ONTRAK, INC.

88-0464853

3 Name of contact for additional information

4 Telephone No. of contact

5 Email address of contact

INVESTOR RELATIONS

310-444-4300

INVESTORS@ONTRAKHEALTH.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

333. S.E. 2ND AVENUE, SUITE 2000

MIAMI, FL 33131

8 Date of action

9 Classification and description

09/23/2024

1-FOR-15 REVERSE STOCK SPLIT OF COMMON STOCK

10 CUSIP number

11 Serial number(s)

12 Ticker symbol

13 Account number(s)

SEE STATEMENT

N/A

OTRK

N/A

Part II	Organizational Action Attach additional statements if needed. See back of form for additional questions.
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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](#)

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](#)

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](#)

Attachment to Form 8937
Report of Organizational Actions Affecting Basis of Securities

Name: Ontrak, Inc.
Address: 333 S.E. 2nd Avenue, Suite 2000, Miami, FL 33131
EIN: 88-0464853
Ticker OTRK
CUSIP: Original CUSIP 683373302 ; CUSIP Post-Split 683373401
Classification: Reverse Stock Split – Common Stock

DISCLAIMER: The information disclosed on this Form 8937 does not constitute tax advice and does not purport to take into account any note holder's specific circumstances.

Part 1, Line 10

The CUSIP number changed from 683373302 to 683373401.

Part II, Line 14

Effective September 23, 2024, Ontrak, Inc. (the "Company") completed a 1-for-15 reverse stock split of the outstanding shares of its common stock (the "Reverse Stock Split").

Pursuant to the Reverse Stock Split, every 15 shares of issued and outstanding common stock automatically converted into 1 share of newly issued common stock. No fractional shares of common stock were issued in connection with the Reverse Stock Split. A shareholder who would have been entitled to a fractional share as a result of the Reverse Stock Split received the next rounded up whole share.

Shareholders of the Company's common stock that were part of the Reverse Stock Split should consult their tax advisors to determine the tax consequences.

Part II, Line 15

The Reverse Stock Split is intended to qualify as a recapitalization under section 368(a)(1)(E).

Because the Reverse Stock Split was a recapitalization under section 368(a)(1)(E), the aggregate tax basis in the common stock received pursuant to the Reverse Stock Split is equal to the aggregate tax basis in the common stock surrendered.

Upon the effective date of the Reverse Stock Split, every 15 shares of the common stock of the Company were converted to 1 share of common stock with fractional interests rounded up to the next whole share. As a result, shareholders are required to allocate the aggregate tax basis in their common stock held immediately prior to the Reverse Stock Split among the shares of common stock held immediately after the Reverse Stock Split.

Shareholders should consult a tax advisor regarding the allocation of basis of their shares of common stock held immediately prior to the Reverse Stock Split among their shares of common stock held immediately after the Reverse Stock Split.

Part II, Line 16

As described above, the aggregate tax basis in the common stock received pursuant to the Reverse Stock Split is equal to the aggregate tax basis in the common stock surrendered.

Pursuant to section 358 and regulations thereunder, shareholders are required to allocate the aggregate tax basis in their common stock held immediately prior to the Reverse Stock Split among the shares of common stock held immediately after the Reverse Stock Split.

Pursuant to Treas. Reg. § 1.358-2, the basis of the shares of common stock held immediately prior to the Reverse Stock Split must be allocated to the shares of common stock (or allocable portions thereof) held immediately after the Reverse Stock Split in a manner that reflects, to the greatest extent possible, that a share of common stock was received in respect of shares of common stock that were acquired on the same date and at the same price.

To the extent it is not possible to allocate basis in this manner, the basis of the shares of common stock surrendered must be allocated to the shares of common stock (or allocable portions thereof) received in a manner that minimizes the disparity in the holding periods of the surrendered shares of common stock whose basis is allocated to any particular share of common stock received.

If a share of stock was received in exchange for, or with respect to, more than one share of stock and such shares were acquired on different dates or at different prices, the share of stock received must be divided into segments based on the relative fair market values of the shares of stock surrendered in exchange for such share, in a manner consistent with the formula provided in the Treasury Regulations.

Shareholders should consult a tax advisor regarding the allocation of basis of their shares of common stock held immediately prior to the Reverse Stock Split among their shares of common stock held immediately after the Reverse Stock Split.

Part II, Line 17

Sections 354, 356, 358, and 368.

Part II, Line 18

The Reverse Stock Split did not generally result in a loss to the holders of the Company's common stock.

Shareholders that were part of the Reverse Stock Split should consult a tax advisor to determine the tax consequences.

Part II, Line 19

The reportable year in which the Reverse Stock Split occurred is 2024.

This information is being provided pursuant to section 6045B of the Internal Revenue Code. The tax information contained herein is provided for informational purposes only and should not be construed as legal or tax advice. The Company does not provide legal or tax advice to shareholders. This material and any tax-related statements are not intended or written to be used, and cannot be used or relied upon, by any shareholder 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.