Form 8937
(December 2011)
Department of the Treasury
Internal Revenue Service

Report of Organizational Actions
Affecting Basis of Securities

See separate instructions.

Part I  Reporting Issuer

1  Issuer’s name

Qiagen N.V.

2  Issuer’s employer identification number (EIN)

98-039139

3  Name of contact for additional information

John Gilardi

4  Telephone No. of contact

5  Email address of contact

ir@qiagen.com

6  Number and street (or P.O. box if mail is not delivered to street address) of contact

Hulsterweg 82

7  City, town, or post office, state, and zip code of contact

5912 PL, Venlo, The Netherlands

8  Date of action

January 24, 2017

9  Classification and description

Company common stock

10  CUSIP number

N72482 123

11  Serial number(s)

N/A

12  Ticker symbol

QGEN

13  Account number(s)

N/A

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. On January 24, 2017, Qiagen N.V. (the “Company”) engaged in a share reduction plan (the “Synthetic Share Repurchase Plan”). Pursuant to the Synthetic Share Repurchase Plan, each shareholder of record as of the close of business on January 24, 2017, received 0.96296 shares for each Company share owned (i.e., 26 shares for each 27 shares owned) (the “Reverse Stock Split”), and also received a payment of $1.04 per pre-Reverse Stock Split share owned by each shareholder of record (the “Distribution”).

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. The exchange of 27 shares for 26 shares pursuant to the Reverse Stock Split should be non-taxable to the shareholders. Accordingly, a U.S. shareholder’s aggregate tax basis in the Company common stock received in the Reverse Stock Split should equal the aggregate tax basis in the common stock surrendered for U.S. federal income tax purposes. Note that this Form 8937 does not address the tax consequences of the Distribution.

This Form 8937 does not constitute tax advice. Shareholders are urged to consult their own tax advisors regarding the particular consequences of the Synthetic Share Repurchase Plan, including the applicability and effect of all U.S. federal, state and local, and foreign tax laws.

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. The adjusted tax basis of the shares of Company common stock received in the Reverse Stock Split should be the adjusted tax basis in the shares of common stock surrendered therefore, adjusted to reflect to the exchange ratios used in the Reverse Stock Split. See the attachment for an example of the adjustment to tax basis in the Reverse Stock Split.

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For Paperwork Reduction Act Notice, see the separate Instructions.
17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ➤ Code Sections 1001, 368(a), and 358. Note that this Form 8937 does not address the tax consequences of the Distribution.

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18 Can any resulting loss be recognized? ➤ Loss should not be recognized on the Reverse Stock Split. Note that this Form 8937 does not address the tax consequences of the Distribution.

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19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ➤ The Reverse Stock Split was executed on January 24, 2017. For a U.S. shareholder whose taxable year is a calendar year, the reportable tax year is 2017.

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 ➤

Date ➤ Feb 23, 2017

Print your name ➤ Roland Sackers

Preparer’s name ➤
Preparer’s signature ➤
Date ➤
Check ☐ if self-employed
PTIN ➤
Firm’s EIN ➤
Firm’s name ➤
Firm’s address ➤
Phone no. ➤

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054
Example: Assume a U.S. shareholder owned 120 shares of Company common stock as follows:

<table>
<thead>
<tr>
<th>Date</th>
<th>Number of Shares</th>
<th>Share Basis</th>
<th>Aggregate Basis</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>60</td>
<td>$15</td>
<td>$900</td>
</tr>
<tr>
<td>2</td>
<td>60</td>
<td>$25</td>
<td>$1,500</td>
</tr>
<tr>
<td>Total</td>
<td>120</td>
<td></td>
<td>$2,400</td>
</tr>
</tbody>
</table>

Pursuant to the Reverse Stock Split, such U.S. shareholder received approximately* 115.56 shares of Company common stock (120 shares x 0.962963 conversion ratio). As a result, the U.S. shareholder would have: (i) 57 shares of Company common stock (60 shares x the conversion ratio, less the fractional share of 0.78) with an aggregate tax basis of $887.88 (or $15.58 per share, determined by dividing $900 by 57.78 shares) that is treated as having been acquired on Date 1; (ii) 57 shares of Company common stock with an aggregate tax basis of $1,479.81 (or $25.96 per share, determined by dividing $1,500 by 57.78 shares) that is treated as having been acquired on Date 2; and (iii) approximately* 1.56 shares of Company common stock (0.78 for Date 1 shares + 0.78 for Date 2 shares) with an aggregate tax basis of $32.31 ($2,400 – ($887.88 + $1,479.81)) that are divided into two equal segments to represent the basis of stock acquired on Dates 1 and 2.

<table>
<thead>
<tr>
<th>Date</th>
<th>Number of Shares</th>
<th>Share Basis</th>
<th>Aggregate Basis</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>57</td>
<td>$15.58</td>
<td>$887.88</td>
</tr>
<tr>
<td>2</td>
<td>57</td>
<td>$25.96</td>
<td>$1,479.81</td>
</tr>
<tr>
<td>Fractional Shares</td>
<td>1.56</td>
<td></td>
<td>$32.31</td>
</tr>
<tr>
<td>Total Shares</td>
<td>115.56</td>
<td></td>
<td>$2,400</td>
</tr>
</tbody>
</table>

Specifically, with regard to the fractional shares, the U.S. shareholder would have 1 whole share of Company Common stock with an aggregate tax basis of $20.77, with one segment thereof having a tax basis of $7.79 ($15.58 x 0.5 or 60/120) that is treated as having been acquired on Date 1 and a second segment thereof having a tax basis of $12.98 ($25.96 x 0.5 or 60/120) that is treated as having been acquired on Date 2. The fractional share (i.e., the approximate* 0.56 of Company common stock), which has an aggregate tax basis of $11.54, would also have two segments, with one segment thereof having a tax basis of $4.33 ($7.79 x 0.56) that is treated as having been acquired on Date 1 and a second segment thereof having a tax basis of $7.21 ($12.98 x .056) that is treated as having been acquired on Date 2.

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*We note that there may be slight rounding differences.