



**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.

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**18** Can any resulting loss be recognized? ▶ See attachment.

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

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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 ▶  Date ▶ December 1, 2023

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

**Dianthus Therapeutics, Inc. (F/K/A Magenta Therapeutics, Inc.)**  
**EIN: 81-0724163**  
**Attachment to Form 8937**

**Form 8937, Part I, Box 10:**

CUSIP number: 252828108 (formerly 55910K108)

**Form 8937, Part II, Box 14:**

On September 11, 2023, Magenta Therapeutics, Inc. ("Magenta") changed its name to Dianthus Therapeutics, Inc. ("Dianthus").

**Form 8937, Part II, Boxes 15 and 16:**

Assuming the name change is considered to be and qualifies as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended, the basis of a share treated as received would be the same as the basis of a share treated as surrendered in exchange therefor.

**Form 8937, Part II, Box 17:**

Sections 354, 358 and 368(a).

**Form 8937, Part II, Box 18:**

No.

**Form 8937, Part II, Box 19:**

The transaction occurred during the calendar year ending December 31, 2023.

## Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

**Part I Reporting Issuer**

<b>1</b> Issuer's name			<b>2</b> Issuer's employer identification number (EIN)		
Dianthus Therapeutics, Inc. (F/K/A Magenta Therapeutics, Inc.)			81-0724163		
<b>3</b> Name of contact for additional information		<b>4</b> Telephone No. of contact	<b>5</b> Email address of contact		
Investor Relations		(929) 999-4055	ir@dianthustx.com		
<b>6</b> Number and street (or P.O. box if mail is not delivered to street address) of contact			<b>7</b> City, town, or post office, state, and ZIP code of contact		
7 Times Square, 43rd Floor			New York, NY 10036		
<b>8</b> Date of action		<b>9</b> Classification and description			
September 11, 2023		Reverse Stock Split			
<b>10</b> CUSIP number	<b>11</b> Serial number(s)	<b>12</b> Ticker symbol		<b>13</b> Account number(s)	
See attachment		DNTH			

**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 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 ▶  Date ▶ December 1, 2023

Print your name ▶ Edward Carr Title ▶ Chief Accounting Officer

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.

**Dianthus Therapeutics, Inc. (F/K/A Magenta Therapeutics, Inc.)**  
**EIN: 81-0724163**  
**Attachment to Form 8937**

**Form 8937, Part I, Box 10:**

CUSIP number: 252828108 (formerly 55910K108)

**Form 8937, Part II, Box 14:**

On September 11, 2023, Magenta Therapeutics, Inc. ("Magenta") effected a 1-for-16 reverse stock split of its common stock. No fractional shares of common stock were issued in connection with the reverse stock split; any stockholders who would otherwise have been due a fractional share of common stock received a proportional cash payment instead of such fractional share.

**Form 8937, Part II, Box 15:**

Upon the effective date of the reverse stock split, every sixteen (16) shares of common stock of Magenta automatically converted into one (1) share of common stock. Assuming the reverse stock split qualifies as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the "Code"), Magenta shareholders whose common stock was converted in the reverse stock split must allocate the aggregate tax basis in their shares held immediately prior to the reverse stock split among the shares held immediately after the reverse stock split (including any fractional shares for which cash in lieu was deemed to be received for federal income tax purposes).

**Form 8937, Part II, Box 16:**

Assuming the transaction qualifies as a reorganization within the meaning of Section 368(a) of the Code, Magenta shareholders with blocks of pre-split common stock not divisible by sixteen (16) which reflect pre-split common stock acquired at different times or different prices must replicate such blocks of pre-split common stock in the post-split common stock received in a manner that preserves, to the greatest extent possible, the basis of a particular block of pre-split common stock in one or more post-split common stock shares received in exchange therefor. This may require the aggregate basis in one block of pre-split common stock to be allocated to post-split common stock in a manner where some post-split blocks of common stock have split basis and holding period segments.

**Form 8937, Part II, Box 17:**

Sections 354, 358 and 368(a).

**Form 8937, Part II, Box 18:**

Assuming the transaction qualifies as a reorganization within the meaning of Section 368(a) of the Code, no loss may be recognized except to extent of any loss with respect to cash received in lieu of a fractional share of Magenta common stock.

**Form 8937, Part II, Box 19:**

The transaction occurred during the calendar year ending December 31, 2023.





**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 Internal Revenue Code sections.

**18** Can any resulting loss be recognized? ▶ See attachment.

Blank lines for providing information on resulting 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 information necessary for the adjustment.

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 ▶  Date ▶ December 1, 2023

Print your name ▶ Edward Carr Title ▶ Chief Accounting Officer

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.

**Dianthus Therapeutics, Inc. (F/K/A Magenta Therapeutics, Inc.)**  
**EIN: 81-0724163**  
**Attachment to Form 8937**

**Form 8937, Part I, Box 10:**

CUSIP number: 252828108 (formerly 55910K108)

**Form 8937, Part II, Box 14:**

On September 11, 2023, Magenta Therapeutics, Inc. ("Magenta") entered into a contingent value rights agreement (the "CVR Agreement") with Computershare Trust Company, N.A., a federally chartered trust company ("Rights Agent"), pursuant to which, Magenta holders of common stock received one non-transferable contingent value right (each, a "CVR") for each outstanding share of common stock held by such stockholder as of the record time. The record time for the distribution of CVRs was immediately prior to the effective time of Magenta's merger with Dianthus Therapeutics OpCo, Inc. on September 11, 2023, and the payment date for the distribution of CVRs was September 14, 2023.

**Form 8937, Part II, Boxes 15-16:**

There is substantial uncertainty as to the tax treatment of the CVRs. Specifically, there is no authority directly addressing whether contingent value rights with characteristics similar to the CVRs should be treated as a distribution of property with respect to the corporation's stock, a distribution of equity, a "debt instrument" or an "open transaction" for U.S. federal income tax purposes. Based on the specific characteristics of the CVRs, Magenta intends to report the issuance of the CVRs as a distribution of property with respect to its stock. However, as a result of the uncertainty, it is not possible to express a definitive conclusion as to the effect of a distribution of CVR on the basis of a share of Magenta's common stock with respect to which the CVR was distributed.

Subject to and based on the foregoing, to the extent the fair market value of a CVR distributed on a share of Magenta common stock exceeded the amount of such distribution treated as a dividend for U.S. federal income tax purposes, a shareholder's basis in the share of stock would be reduced (but not below zero) by the amount of such excess.

**Form 8937, Part II, Box 17:**

See Boxes 15-16. Section 301(c).

**Form 8937, Part II, Box 18:**

No.

**Form 8937, Part II, Box 19:**

The transaction occurred during the calendar year ending December 31, 2023.