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

Report of Organizational Actions Affecting Basis of Securities

Part I Reporting Issuer
1 Issuer's name
   Cole Office & Industrial REIT (CCIT II), Inc.

2 Issuer's employer identification number (EIN)
   46-2218486

3 Name of contact for additional information
   Investor Services

4 Telephone No. of contact
   (866) 907-2653

5 E-mail address of contact

6 Number and street (or P.O. box if mail is not delivered to street address) of contact
   2325 East Camelback Road, Suite 1100

7 City, town, or post office, state, and Zip code of contact
   Phoenix, AZ 85016

8 Date of action
   January 16, 2015

9 Classification and description
   Common Stock

10 CUSIP number
   193293107

11 Serial number(s)

12 Ticker symbol

13 Account number(s)

Part II Organizational Action
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
   During 2014, Cole Office & Industrial REIT (CCIT II), Inc. (the "Company") paid cash distributions to its common shareholders on February 3rd, March 3rd, April 1st, May 1st, June 2nd, July 1st, August 1st, September 2nd, October 1st, November 3rd, and December 1st. On January 16, 2015 the Company determined that a portion of each of these distributions represents a return of capital to the shareholders. Consequently, each common shareholder who received a cash distribution on these dates would be affected by this organizational action.

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
   For each cash distribution paid to common shareholders by the Company during 2014, 45.17887553% of the distribution represents a return of capital. Accordingly, each common shareholder should treat 45.17887553% of the distributions as a nontaxable distribution and reduce the tax basis of the stock accordingly. Any nontaxable distributions in excess of a shareholders basis should be treated as a gain from the sale or exchange of property.

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
   On January 16, 2015, the company completed its annual calculation of its Current Earnings & Profits for the year ended December 31, 2014. Based on that calculation, the Company determined that 45.17887553% of its 2014 common distributions represent a return of capital.

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. 

Internal Revenue Code section 316 defines a "dividend" generally as any distribution of property made by a corporation to its shareholders out of Earnings & Profits (as defined by Internal Revenue Code section 312 and the regulations thereunder). Pursuant to Internal Revenue Code section 301(c)(3), a distribution which is not a dividend, to the extent that it exceeds the shareholder's adjusted tax basis of the stock, shall be treated as gain from the sale or exchange of property.

18 Can any resulting loss be recognized? 

The organizational action reported herein does not result in any losses.

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

The amount of nontaxable distributions on the dates mentioned above either (I) reduces the shareholder's adjusted tax basis in his/her stock or (II) to the extent that it exceeds the shareholder's adjusted tax basis in his/her stock on the dates of the distributions, is treated as gain from the sale or exchange of property in 2014.

Signature: 

date: 2/18/2015

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.

Print your name: Benjamin Coleman

Title: Asst Treasurer-Tax Matters

Firm's name: 
Firm's address: 
Firm's EIN: 
Phone no: 

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054.