

# 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)	
PACE LARGE CO GROWTH EQUITY INVESTMENTS - CLASS B		13-7067508	
<b>3</b> Name of contact for additional information	<b>4</b> Telephone No. of contact	<b>5</b> Email address of contact	
UBS	800-647-1568	WWW.UBS.COM/US/EN/ASSET_MANAGEMENT/CONTACT.HTML	
<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	
1285 AVENUE OF THE AMERICAS, 12TH FLOOR		NEW YORK, NY 10019	
<b>8</b> Date of action		<b>9</b> Classification and description	
03/01/2012		REGULATED INVESTMENT COMPANY CLASS B OUTSTANDING COMMON SHARES	
<b>10</b> CUSIP number	<b>11</b> Serial number(s)	<b>12</b> Ticker symbol	<b>13</b> Account number(s)
69373W210		PLABX	

**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 ▶ PACE LARGE CO GROWTH EQUITY INVESTMENTS IS A MULTIPLE CLASS OPEN END REGULATED INVESTMENT COMPANY ("RIC") UNDER SUBCHAPTER M OF THE INTERNAL REVENUE CODE. ON MARCH 1, 2012, ALL SHARES OF CLASS B OF PACE LARGE CO GROWTH EQUITY INVESTMENTS WERE CONVERTED INTO CLASS A SHARES OF THE SAME FUND IN A TAX-FREE EXCHANGE.

**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 ▶ SHAREHOLDERS OF CLASS B EXCHANGED THESE SHARES FOR SHARES IN CLASS A AS OF THE CLOSE OF BUSINESS ON 03/01/2012. FOR EACH CLASS B SHARE (PLABX), SHAREHOLDERS RECEIVED 0.91151 SHARES OF CLASS A (PLAAX). CLASS B SHAREHOLDERS' TOTAL BASIS IN CLASS A SHARES RECEIVED IS THE SAME AS THEIR TOTAL BASIS IN THE OLD CLASS B SHARES. PER SHARE, EACH NEW CLASS A SHARE RECEIVED IN THE EXCHANGE WILL HAVE A BASIS EQUAL TO 109.71% OF THE CLASS B SHARE SURRENDERED.

**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 PER SHARE BASIS CALCULATIONS ARE BASED ON THE RESPECTIVE NET ASSET VALUES OF THE CLASS B AND CLASS A SHARES AS OF THE CLOSE OF BUSINESS ON THE EXCHANGE DATE OF 03/01/2012. THESE NET ASSET VALUES ("NAVS") ARE DETERMINED BASED ON THE MARKET VALUE OF THE UNDERLYING SECURITIES HELD BY THE FUNDS.  
THE NAV OF CLASS B WAS \$18.13 PER SHARE AND NAV OF CLASS A WAS \$19.89 PER SHARE ON 03/01/2012. THUS THE EXCHANGE RATIO IS 0.91151 SHARES OF CLASS A RECEIVED FOR EACH 1.00000 SHARE OF CLASS B SURRENDERED.

**Part II Organizational Action (continued)**

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► \_\_\_\_\_  
 IRC SECTION 1036(a) - NO GAIN OR LOSS IS RECOGNIZED  
 IRC SECTION 1031(d) - THE AGGREGATE BASIS OF THE SHARES EXCHANGED EQUALS THE AGGREGATE  
 BASIS OF THE SHARES RECEIVED.

18 Can any resulting loss be recognized? ► NO

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

**Sign Here**

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 ► \_\_\_\_\_

Print your name ► \_\_\_\_\_ Title ► \_\_\_\_\_

<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.			

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