

Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-0123

► See separate instructions.

Part I Reporting Issuer

1 Issuer's name		2 Issuer's employer identification number (EIN)	
URICA THERAPEUTICS, INC.		82-3474871	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
DAVID JIN	212-574-2810	DJIN@FORTRESSBIOTECH.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	
1111 KANE CONCOURSE, SUITE 301		BAY HARBOR ISLANDS, FL 33154	
8 Date of action		9 Classification and description	
SEE STATEMENT 1		8% CUMULATIVE CONVERTIBLE CLASS B PREFERRED STOCK	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
N/A	N/A	N/A	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 APRIL 30 2024 AND MAY 31, 2024, URICA THERAPEUTICS, INC. ("URICA") PAID DISTRIBUTIONS IN SHARES OF THE COMMON STOCK OF FORTRESS BIOTECH, INC. (NASDAQ: FBIO) ("FBIO SHARES") TO ITS 8% CUMULATIVE CONVERTIBLE CLASS B PREFERRED STOCK ("CLASS B PREFERRED STOCK") SHAREHOLDERS. SHAREHOLDERS WHO WERE HOLDERS OF CLASS B PREFERRED STOCK AS OF THE CLOSE OF BUSINESS ON APRIL 15, 2024, AND MAY 15, 2024, RESPECTIVELY, THE RECORD DATES, WERE ELIGIBLE TO RECEIVE MONTHLY DISTRIBUTIONS IN FBIO SHARES.

SEE STATEMENT 1

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 ► URICA PAID MONTHLY DISTRIBUTIONS ON APRIL 30 2024, AND MAY 31, 2024, IN FBIO SHARES EQUAL TO: $0.667\% * \$25 * \text{NUMBER OF SHARES OF CLASS B PREFERRED STOCK HELD} / \text{DISCOUNTED FBIO FMV}$. "DISCOUNTED FBIO FMV" IS DEFINED BELOW ON LINE 16.

URICA PAID CASH DISTRIBUTIONS ON JUNE 27, 2024 EQUAL TO: $0.667\% * \$25 * \text{NUMBER OF SHARES OF CLASS B PREFERRED HELD} * \text{PRO-RATED FOR THE 27 OUT OF 30 DAYS IN JUNE (90\%)}.$

URICA DOES NOT HAVE ACCUMULATED EARNINGS AND PROFITS ("AE&P") AS OF JANUARY 1, 2024 AND DOES NOT BELIEVE IT WILL HAVE CURRENT YEAR E&P ("CE&P") AS OF DECEMBER 31, 2024. 2024 CE&P CANNOT BE FINALLY DETERMINED UNTIL THE 2024 TAX YEAR IS CLOSED. IF URICA LATER DETERMINES THAT IT HAS 2024 CE&P, URICA WILL FILE A CORRECTED FORM 8937.

SEE STATEMENT 1

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 ► URICA PAID MONTHLY DISTRIBUTIONS TO ITS CLASS B PREFERRED STOCK SHAREHOLDERS IN FBIO SHARES EQUAL TO: $0.667\% * \$25 * \text{NUMBER OF SHARES OF CLASS B PREFERRED STOCK HELD} / \text{DISCOUNTED FBIO FMV}$ FOR APRIL & MAY DISTRIBUTIONS. URICA PAID CASH DISTRIBUTIONS TO ITS CLASS B PREFERRED STOCK SHAREHOLDERS EQUAL TO: $0.667\% * \$25 * \text{NUMBER OF SHARES OF CLASS B PREFERRED HELD} * 90\% \text{ (PRO-RATED FOR THE 27 OUT OF 30 DAYS IN JUNE)}.$

"DISCOUNTED FBIO FMV" MEANS A 7.5% DISCOUNT TO THE AVERAGE OF THE CLOSING TRADING PRICES OF FBIO SHARES, AS REPORTED ON THE NASDAQ CAPITAL MARKET, OVER THE 10 TRADING DAYS PRECEDING THE DIVIDEND PAYMENT DATE.

THE SHAREHOLDER'S TAX BASIS IS REDUCED BY THE CASH OR FAIR MARKET VALUE OF FBIO STOCK RECEIVED.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► _____

INTERNAL REVENUE CODE IRC SECTIONS 301(c), 316(a) AND 1016.

18 Can any resulting loss be recognized? ► **THE DISTRIBUTION ON A PER SHARE BASIS SHOULD REDUCE THE SHAREHOLDER'S TAX BASIS OF EACH SHARE HELD ON THE DATE OF DISTRIBUTION. UPON DISPOSITION OF ALL OR A PORTION OF THE SHARES, THE SHAREHOLDER SHOULD RECOGNIZE GREATER TAX GAIN OR LESS TAX LOSS.**

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► **THE REPORTABLE TAX YEAR FOR THE DISTRIBUTION FOR EACH SHAREHOLDER IS THE TAXABLE YEAR THAT INCLUDES DECEMBER 31, 2024.**

THE INFORMATION CONTAINED ON THIS FORM DOES NOT CONSTITUTE TAX ADVICE. SHAREHOLDERS OF CLASS B PREFERRED STOCK ARE URGED TO CONSULT THEIR OWN TAX ADVISORS WITH RESPECT TO THEIR INDIVIDUAL TAX CONSEQUENCES OF THE DISTRIBUTIONS.

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 ► David Jin Date ► 7/31/24

Print your name ► **DAVID JIN**

Title ► **TREASURER**

**Paid
Preparer
Use Only**

Print/Type preparer's name MITCHELL CLARINE	Preparer's signature <u>Mitchell Clarine</u>	Date 07/25/2024	Check <input type="checkbox"/> if self-employed	PTIN P01883317
Firm's name ► WILLIAMSMARSTON LLC			Firm's EIN ► 46-4311251	
Firm's address ► ONE WASHINGTON STREET 9TH FLOOR, BOSTON, MA 02108			Phone no. 310-820-1025	

Send Form 9937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054

Urica Therapeutics, Inc.
FEIN: 82-3474871
Attachment to and Made Part of Form 8937

PART I: Reporting Issuer

Box 9 ***Date of action:***

April 30, 2024, May 31, 2024, and June 27, 2024.

PART II: Organizational Action

Box 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 June 27, 2024, Urica Therapeutics, Inc. ("Urica") paid a cash distributions to its 8% cumulative convertible class B preferred stock shareholders, pro-rated for the 27 days of June. Additionally, on June 27th, 2024, Urica converted all of its 8% Cumulative Convertible Class B Preferred Stock into shares of Fortress Biotech, Inc. ("Fortress") common stock (NASDAQ:FBIO). The conversion does not impact the basis in the shareholders stock and all shareholders would take a carryover basis in the Fortress stock issued.

Shareholders who were holders of Class B Preferred Stock as of close of business on June 15, 2024, were eligible to receive the cash distribution.

Box 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:**

As of the date of this filing, Urica believes the distributions described above constitute a return of capital to the extent of the shareholder's tax basis. To the extent that the distribution exceeds the shareholder's tax basis, the shareholder may be required to recognize a taxable gain.