

Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-0123

► See separate instructions.

Part I Reporting Issuer

1 Issuer's name Teradyne, Inc.		2 Issuer's employer identification number (EIN) 04-2272148	
3 Name of contact for additional information Andrew Blanchard	4 Telephone No. of contact 978-370-2425	5 Email address of contact investorrelations@teradyne.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 600 Riverpark Drive		7 City, town, or post office, state, and ZIP code of contact North Reading, MA 01864	
8 Date of action November 25, 2022		9 Classification and description 1.25% Senior Convertible Notes Due 2023	
10 CUSIP number 880770 AG7	11 Serial number(s) ISIN US880770AG70	12 Ticker symbol TER	13 Account number(s)

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 Appendix A attached hereto.**

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 Appendix A attached hereto.**

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 Appendix A attached hereto.**

Part II **Organizational Action** (continued)

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

Sections 301(c), 301(d), 305(b)(2), 305(c), and 316.

18 Can any resulting loss be recognized? ► **This is not a loss transaction.**

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► **The reportable tax year for this conversion rate adjustment is 2022 for a calendar year taxpayer.**

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 ►

Michael Callahan

Date ►

December 2, 2022

Print your name ► **Michael Callahan**

Title ► **Corporate Controller**

Paid Preparer Use Only

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed

PTIN

Firm's name ►

Firm's EIN ►

Firm's address ►

Phone no.

Teradyne, Inc.
Appendix A to Form 8937
November 25, 2022 Conversion Rate Adjustment

Teradyne, Inc. (NASDAQ:TER) (the “Company”) has outstanding 1.25% Convertible Senior Subordinated Notes due 2023 (the “2023 Notes”). The 2023 Notes are convertible, at the option of the holders, at any time prior to the close of business on the business day immediately preceding December 15, 2023, into shares of the Company’s common stock, par value \$0.125 per share (the “Common Stock”). The terms of the 2023 Notes include antidilutive protections that provide for an increase in the number of shares of Common Stock issued by the Company upon conversion of the 2023 Notes in the event of quarterly cash dividends on the Common Stock. This increase in the conversion rate on the 2023 Notes shall occur on the ex-dividend date for quarterly cash dividends paid on the Common Stock.

Section 6045B of the United States (“U.S.”) Internal Revenue Code (the “Code”) and the Treasury Regulations promulgated thereunder provide that, if a company pays a cash dividend with respect to its stock that results in a conversion rate adjustment on a convertible debt instrument that is treated as a deemed distribution under Section 305(b)(2) and (c) of the Code, an information return on Form 8937, *Report of Organizational Actions Affecting Stock Basis of Securities*, must be filed with the Internal Revenue Service or, in lieu of filing, posted to the company’s public website.

The information contained in the attached Form 8937 and this Appendix A is intended to satisfy the public reporting requirements under Section 6045A of the Code and is intended to provide only a general summary of certain U.S. federal income tax consequences of the conversion rate adjustment. Such information is not intended to be a complete analysis or description of all potential deferral or other tax consequences of the conversion rate adjustment. You should consult your own tax advisor to determine the particular federal, state, local, or foreign income, reporting, or other tax consequences of the conversion rate adjustment applicable to you.

Line 14 – Description of the Organizational Action

On November 14, 2022, the Company declared a quarterly cash dividend of \$0.11 per share with respect to its Common Stock payable on December 21, 2022 to shareholders of record as of the close of business on November 28, 2022. The November 25, 2022 conversion rate increase results in a deemed dividend to holders of the 2023 Notes under Section 305(c) of the Code effective November 25, 2022.

Line 15 – Description of the Quantitative Effect of the Organizational Action

Effective on November 25, 2022, the conversion rate on the 2023 Notes increases from 31.7721 shares of Common Stock per \$1,000 principal (the conversion rate as of August 30, 2022) to 31.7892 shares of Common Stock per \$1,000 principal of 2023 Notes held. The section 305 (c) deemed dividend to holders of the 2023 Notes that resulted from the conversion rate change increased the basis of the 2023 Notes by \$1.5833 per \$1,000 principal of 2023 Notes held.

Line 16 – Description of Calculation of the Change

The calculation of the adjusted conversion rate per \$1,000 principal amount of 2023 Notes held is set forth below. The “Market Value” under the indenture for the 2023 Notes is the average closing price for the trading days occurring after, and not including the November 14, 2022 declaration date, and prior to, but not including, the ex-dividend date (such ex-dividend date was November 25, 2022).

$$\text{Adj. Conversion Rate} = \text{PCR } (31.7721) \times \frac{\text{MV } (\$93.08) - \text{DTA } (\$0.06)}{\text{MV } (\$93.08) - \text{D } (\$0.11)} = 31.7892$$

$$\text{Basis Adjustment} = \text{SP } (\$92.59) * \text{Conversion Adj. } [(31.7892) - (31.7721)] =$$

\$1.5833 per \$1,000 of principal amount of the 2023 Notes

PCR = Prior Conversion Ratio (calculated as of August 30, 2022)

MV = Market Value of 1 Common Share (As Calculated per 2023 Notes Indenture)

DTA = Dividend Threshold Amount

D = Dividend Amount (November 28, 2022 record date)

SP = Stock Price (November 25, 2022 ex-dividend date)