

## Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

**Part I Reporting Issuer**

1 Issuer's name <b>TARGA RESOURCES CORP.</b>		2 Issuer's employer identification number (EIN) <b>20-3701075</b>	
3 Name of contact for additional information <b>INVESTOR RELATIONS</b>	4 Telephone No. of contact <b>713-584-1133</b>	5 Email address of contact <b>InvestorRelations@targaresources.com</b>	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact <b>1000 LOUISIANA STREET, SUITE 4300</b>		7 City, town, or post office, state, and Zip code of contact <b>HOUSTON, TX 77002</b>	
8 Date of action <b>02/14/17 and 02/15/17</b>		9 Classification and description <b>SERIES A PREFERRED STOCK and COMMON STOCK</b>	
10 CUSIP number <b>87612G101</b>	11 Serial number(s)	12 Ticker symbol <b>TRGP</b>	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 ▶ **Targa Resources Corp. paid quarterly cash distributions on February 14, 2017 and February 15, 2017 to preferred and common shareholders respectively for the 4th Quarter 2016. At this time, based on reasonable assumptions, Targa Resources Corp. expects: 1) 0% of the annual cash distribution to preferred shareholders to be a non-taxable return of capital and, 2) 90% of the annual cash distribution to common shareholders to be a non-taxable return of capital.**

**Pursuant to the applicable Treasury Regulations under Section 6045B, if this assumption turns out to be incorrect, Targa Resources Corp. will file a corrected form 8937 within 45 days of such determination.**

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 ▶ **Targa Resources Corp. paid a cash distribution of \$23.75 per TRC Series A preferred share on February 14, 2017. Also, Targa Resources Corp. paid a cash distribution of \$.91 per common share on February 15, 2017. At this time, based on reasonable assumptions, Targa Resources Corp. expects: 1) 0% of the annual cash distribution to preferred shareholders to be a non-taxable return of capital to the extent of a preferred shareholder's tax basis in each Series A preferred share and, 2) 90% of the annual cash distribution to common shareholders to be a non-taxable return of capital to the extent of a common shareholder's tax basis in each common share. Any cash distribution exceeding a shareholder's tax basis in preferred or common shares is taxable as capital gain.**

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 calculation of the change in basis relates to Targa Resources Corp's estimate of current earnings and profits for tax year 2017 and the reasonable assumptions related thereto.**

**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) and 316(a)** of the Internal Revenue Code.

Multiple horizontal lines for listing applicable Internal Revenue Code sections and subsections.

18 Can any resulting loss be recognized? ▶ **N/A**

Multiple horizontal lines for providing information regarding resulting loss recognition.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ **NONE**

Multiple horizontal lines for providing other information necessary to implement 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 ▶

*John D. Thompson*

Date ▶

4/21/17

Print your name ▶ **JOHN D. THOMPSON**

Title ▶ **VICE PRESIDENT - TAX**

**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.