

**Report of Organizational Actions
 Affecting Basis of Securities**

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name Vanguard Tax-Managed Small-Cap Fund Admiral Shares		2 Issuer's employer identification number (EIN) 23-2985757	
3 Name of contact for additional information Vanguard Investor and Client Information	4 Telephone No. of contact 877-662-7447	5 Email address of contact online@vanguard.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact P.O. Box 2600		7 City, town, or post office, state, and ZIP code of contact Valley Forge, PA 19482	
8 Date of action December 31, 2017	9 Classification and description Regulated Investment Company - Admiral Shares		
10 CUSIP number 921943403	11 Serial number(s)	12 Ticker symbol VTMSX	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 ▶ **Vanguard Tax-Managed Small-Cap Fund Admiral Shares ("The Fund") made cash distributions during the calendar year 2017 to its shareholders as follows:**

2017 Record Date	Distribution Per Share
March 27, 2017	\$0.159
June 21, 2017	\$0.125
September 20, 2017	\$0.149
December 21, 2017	\$0.2491

For 2017, The Fund determined that a portion of these distributions constitute a non-taxable return of capital.

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 ▶ **Of The Fund's total cash distributions during 2017 to its shareholders of \$0.6821 per share, \$0.017735 is a nontaxable return of capital, reducing basis to the extent of the shareholder's adjusted basis in The Fund. To the extent that the return of capital exceeds the shareholder's adjusted basis, the distribution will be taxed as a capital gain to the shareholder.**

2017 Record Date	Reduction in Basis Per Share
March 27, 2017	\$0.004134
June 21, 2017	\$0.003250
September 20, 2017	\$0.003874
December 21, 2017	\$0.006477

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 return of capital is based upon the The Fund's accumulated earnings and profits as of its fiscal year ended December 31, 2017. The amount of the return of capital should be applied against the shareholder's adjusted basis of the stock, reducing the basis until it is zero. The amount of the return of capital, if any, that exceeds a zero basis shall be treated as a gain from the sale or exchange of property.**

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 Sections 301(c) and 316(a).

Blank lined area for providing Internal Revenue Code sections.

18 Can any resulting loss be recognized? ▶ Not applicable.

Blank lined area for providing information regarding loss recognition.

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

Blank lined area for providing other necessary information.

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 ▶  Date ▶ 1/11/18

Print your name ▶ Deborah Perch Title ▶ Director of Fund Tax

Paid Preparer Use Only

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.	