

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

▶ See separate instructions.

**Part I Reporting Issuer**

1 Issuer's name <b>Vanguard Tax-Managed Growth and Income Fund</b>		2 Issuer's employer identification number (EIN) <b>23-2764159</b>	
3 Name of contact for additional information <b>Vanguard Investor and Client Information</b>		4 Telephone No. of contact <b>877-662-7447</b>	5 Email address of contact <b>online@vanguard.com</b>
6 Number and street (or P.O. box if mail is not delivered to street address) of contact <b>P.O. Box 2600</b>		7 City, town, or post office, state, and Zip code of contact <b>Valley Forge, PA 19482-2600</b>	
8 Date of action <b>May 16, 2014</b>		9 Classification and description <b>Regulated Investment Company - Admiral Class and Institutional Class</b>	
10 CUSIP number <b>921943874, 321943700</b>	11 Serial number(s)	12 Ticker symbol <b>VTGLX, VTMIX</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 ▶ **On May 16, 2014, Vanguard Tax-Managed Growth and Income Fund ("Tax-Managed Growth and Income Fund") merged into Vanguard 500 Index Fund ("500 Index Fund") in a tax-free merger.**

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 ▶ **Each shareholder of Tax-Managed Growth and Income Fund has an aggregate basis in 500 Index Fund - Admiral Shares received in the tax-free merger equal to the aggregate basis of Tax-Managed Growth and Income Fund - Admiral Shares or Institutional Shares exchanged in the merger. The basis of each share received is equal to 100% of the basis of each share exchanged.**

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 aggregate basis of the shares received is the same as the aggregate basis of the shares exchanged. The net asset value of Tax-Managed Growth and Income Fund - Admiral Shares immediately prior to the tax-free merger was \$84.27, and 34,832,223 shares were exchanged. The net asset value of Tax-Managed Growth and Income Fund - Institutional Shares immediately prior to the tax-free merger was \$41.00, and 10,646,282 shares were exchanged. The net asset value of 500 Index Fund - Admiral Shares immediately prior to the tax-free merger was \$173.63, and 19,419,507 shares were exchanged.**

