► See separate instructions.

## Part Reporting Issuer

1 Issuer's name	2 Issuer's employer identification number (EIN)				
Fidelity Rutland Square Trust II:Strategic A	85-2015030				
3 Name of contact for additional information	4 Telephon	e No. of contact	5 Email address of contact		
Jonathan Davis		(617) 392-2468	jonathan.davis@fmr.com		
6 Number and street (or P.O. box if mail is n	7 City, town, or post office, state, and ZIP code of contact				
245 Summer Street (mail zone V12B)	Boston, MA 02210				
8 Date of action	9 Class	sification and description			
08/16/2024	Single C	lass of Shares issued by a sir	ngle mutual fund/regulated investment company		
10 CUSIP number 11 Serial number	er(s)	12 Ticker symbol	13 Account number(s)		
See Attachment		See Attachment			
Part II Organizational Action Att	tach additional	statements if needed. See	back of form for additional questions.		
14 Describe the organizational action and, i	f applicable, the	date of the action or the date ag	gainst which shareholders' ownership is measured for		
the action  On August 16, 2024, the	Fidelity Rutland	d Square Trust II:Strategic Ad	visers Large Cap Fund (the 'Acquired Fund')		
merged into the Fidelity Rutland Square Tru	ust II:Strategic /	Advisers U.S. Total Stock Fun	d (the 'Acquiring Fund') in a tax-free reorganization.		
The reorganization comprised: (i) the trans	fer of all of the a	assets of the Acquired Fund t	o the Acquiring Fund in exchange for Acquiring Fund		
shares and the assumption by the Acquirin	g Fund of the A	cquired Fund's liabilities; and	d (ii) the distribution of those Acquiring Fund shares		
by the Acquired Fund pro rata to its shareh	olders in comp	lete liquidation and termination	on of the Acquired Fund. As a result of this		
reorganization, Acquired Fund shareholder	s surrendered t	heir Acquired Fund shares in	exchange for Acquiring Fund shares equal in value		
to the net asset value of the Acquired Fund	shares surrend	dered (as of August 16, 2024).	See Attachment for more information.		

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 Attachment** 

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 Attachment

Form 893	87 (12-2	017)				Page2
Part I		Drganizational Action (continued)				
<b>17</b> Li:	st the a	pplicable Internal Revenue Code section	s) and subsection(s) upo	n which the tax trea	atment is based ►	
		368(a), 354(a) and 358(a). ection 1.358-2				
Treas.	key. s	ection 1.350-2				
<b>18</b> Ca	an any	resulting loss be recognized?► No los	s can be recognized as	a result of this ev	vent.	
<b>19</b> Pr	ovido	any other information necessary to implen	ant the adjustment and	a an the reportable		
19 FI	ovide	any other information necessary to implen	ient the aujustment, such	i as the reportable	tax year► None	
		penalties of perjury, I declare that I have exan				
	belief,	it is true, correct, and complete. Declaration of	preparer (other than officer)	is based on all inform	ation of which prepai	er has any knowledge.
Sign						
Here	Signature Partin Darb				Date► 09/	03/2024
		V				
	Print y	our name ► Jonathan Davis		Title► Assistant Tr		
Paid		Print/Type preparer's name	Preparer's signature		Date	Check if PTIN self-employed
Prepa	rer					
Use C		Firm's name				Firm's EIN ►
	,	Firm's address ►				Phone no.

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054

# Attachment - Form 8937 Lines 10, 12, 14, 15, 16

## Merger Details

Strategic Advisers Large Cap Fund ('Acquired Fund') Shares Surrendered				Strategic Ad	Strategic Advisers U.S. Total Stock Fund ('Acquiring Fund') Shares Received			
Ticker	CUSIP	Class	NAV	Ticker	CUSIP	Class	NAV	Merger Ratio
FALCX	31635R330	Retail	13.1536	FSAKX	31635R298	Retail	9.9020	1.3286464646

NAVs shown are as of immediately prior to the merger.

Merger Ratio is the number of Acquiring Fund shares received per one Acquired Fund share surrendered.

#### Effect on Basis

In General. Each shareholder has an aggregate basis in Acquiring Fund shares received in the merger equal to the aggregate basis of that shareholder's Acquired Fund shares surrendered in the merger.

<u>Average Basis Shareholders</u>. For a shareholder using the average basis method, his/her basis immediately following the merger in a particular Acquiring Fund share received in the merger equals his/her aggregate basis in all Acquiring Fund shares held immediately following the merger (including the basis carried over from the Acquired Fund shares surrendered in the merger) divided by his/her total number of Acquiring Fund shares owned.

#### Non-Average Basis Shareholders.

For a shareholder who does not use the average basis method but had the same basis in each of his/her Acquired Fund shares immediately prior to the merger (i.e., because his/her Acquired Fund shares were purchased at a single price in a single transaction), the basis of each Acquiring Fund share received is equal to 75.26456636% of the basis of each Acquired Fund share surrendered.

A shareholder who did not have the same basis in each of his/her Acquired Fund shares determines the basis of each of his/her Acquiring Fund shares received in accordance with Treas. Reg. section 1.358-2.

Shareholders should consult IRS Publication 550 and their tax advisors for more information.

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