

Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-0123

► See separate instructions.

Part I Reporting Issuer

1 Issuer's name		2 Issuer's employer identification number (EIN)	
Vanguard Tax-Managed Small-Cap Fund Institutional Shares		23-2985757	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
Vanguard Investor and Client Information	877-662-7447	online@vanguard.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact		7 City, town, or post office, state, and ZIP code of contact	
P.O. Box 2600		Valley Forge, PA 19482	
8 Date of action	9 Classification and description		
December 31, 2017	Regulated Investment Company - Institutional Shares		
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
921943502		VTSIX	

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 Institutional 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	\$0.164
June 21, 2017	\$0.129
September 20, 2017	\$0.154
December 21, 2017	\$0.2536

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 \$0.7006 per share, \$0.018216 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	\$0.004264
June 21, 2017	\$0.003354
September 20, 2017	\$0.004004
December 21, 2017	\$0.006594

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)

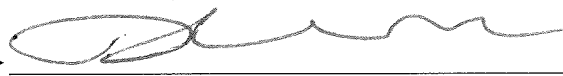
17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ►
Internal Revenue Code Sections 301(c) and 316(a).

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

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

**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 ► 

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 ☐ if self-employed	PTIN
Firm's name ►	Firm's EIN ►			
Firm's address ►	Phone no.			