See separate instructions.

## Part I Reporting Issuer

1 Issuer's name	2 Issuer's employer identification number (EIN)			
GMO Quality Series Fund		45-3838334		
3 Name of contact for additional information 4	Telephone No. of contact	5 Email address of contact		
John Nasrah	617-790-5063	FundTax@gmo.com		
6 Number and street (or P.O. box if mail is not de	livered to street address) of contact	7 City, town, or post office, state, and ZIP code of contact		
40 Rowes Wharf		Boston, MA 02110		
8 Date of action	9 Classification and description	·		
01/22/2021	See Attached Schedule			
10CUSIP number11Serial number(s)	12 Ticker symbol	13 Account number(s)		
See Attached Schedule	See Attached Schedule			
Part II Organizational Action Attach	additional statements if needed. See ba	ack of form for additional questions.		
14 Departies the organizational action and if any	liashla, the data of the action or the data as	winat which charabaldera' ownership is measured for		

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 ►

Effective January 22, 2021 the GMO Quality Series Fund (the "Acquired Fund") was reorganized with and into GMO Quality Fund (the "Acquiring Fund") in a tax-free reorganization. As a result of the reorganization, the Acquired Fund transferred to the Acquiring Fund all of its assets in exchange for the Acquiring Fund shares and the assumption of the Acquired Fund's liabilities by the Acquiring Fund. The Acquired Fund distributed the Acquiring Fund shares to its shareholders, to whom the Acquiring Fund shares were the sole consideration received upon the reorganization. The fair market value of the Acquiring Fund shares surrendered (as of January 22, 2021).

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 ► In general, each shareholder has an aggregate tax basis in the Acquiring Fund shares received

in the reorganization equal to that shareholder's aggregate tax basis in the Acquired Fund shares surrendered in the reorganization.

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 Attached Schedule** 

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Part		Organizational Action (continued)				
		applicable Internal Revenue Code section	(s) and subsection(s) upon which the tax ti	reatmen	t is based	·
<b>18</b> C	an any	resulting loss be recognized? ► No				
<b>19</b> P	rovide	any other information necessary to implen	nent the adjustment, such as the reportab	le tax ye	ear ►	
The rep	portab	le tax year is the 2021 calendar year.				
Shareh	olders	should consult IRS Publication 550 an	d their tax advisors for more informati	on.		
	Unde	r penalties of perjury, I declare that I have exam	nined this return, including accompanying sche	dules and	d 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 infor	mation o	f which prepa	arer has any knowledge.
Sign Here					March 1,	2021
	Signa	ature ►		Date 🕨		2021
	Print	your name ► John Nasrah	1	Title 🕨	Assistant	Treasurer & Chief Tax Officer
Paid		Print/Type preparer's name	Preparer's signature	Date		Check if self-employed
Prepa Use (		Firm's name		1		Firm's EIN ►
0560	Jiny	Firm's address ►				Phone no.

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

## GMO Quality Series Fund Attachment to Form 8937

Г	GMO Quality Series Fund ("Acquired Fund") shares surrendered				GMO Quality Fund				
					("Acquiring Fund") shares received				
	Class	CUSIP	Ticker	NAV	Class	CUSIP	Ticker	NAV	Conversion Ratio
	PS	380131268	GQPSX	\$ 11.917559	I	362014185	GQLIX	\$ 25.996425	0.458430675
	R6	380131607	GQURX	\$ 11.912023	R6	362014177	GQESX	\$ 26.019086	0.457818664

Net Asset Values per share are calculated as of January 22, 2021.

Conversion Ratio is the number of Acquiring Fund shares received per one Acquired Fund share surrendered in the reorganization.

Please note that this information does not address investor-level filling and/or reporting requirements that may be applicable. Please refer to the GMO Trust and GMO Series Trust Prospectus and/or Statement of Additional Information (including the combined 2020 GMO Trust/GMO Series Trust proxy statement and prospectus, which describes the reorganization in detail). We recommend that you speak with your tax advisor to help you determine any U.S. federal or other tax reporting requirements or filings that may be applicable and with regard to all the tax advice particular to an investment in the GMO Trust and/or GMO Series Trust Funds. If you would like to discuss this disclosure, please call your GMO client relationship manager.