

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

OMB No. 1545-2224

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name Zynerba Pharmaceuticals, Inc.		2 Issuer's employer identification number (EIN) 26-0389433	
3 Name of contact for additional information Richard A. Baron	4 Telephone No. of contact (484) 581-7483	5 Email address of contact baronr@zynerba.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 80 W. Lancaster Avenue, Suite 300		7 City, town, or post office, state, and Zip code of contact Devon, PA 19333	
8 Date of action 07/30/2015	9 Classification and description Reverse stock split		
10 CUSIP number 98986X 109	11 Serial number(s)	12 Ticker symbol ZYNE	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 July 30, 2015, Zynerba Pharmaceuticals, Inc. (the "Corporation") amended its certificate of incorporation to effect a 1-for-1.88 reverse stock split of its common stock. The Corporation will pay cash for fractional shares resulting from the stock split.

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 ▶ The transaction described in Line 14 qualifies as a reorganization pursuant to section 368(a) of the Code, and no gain or loss was recognized by a stockholder as a result of the transaction, except to the extent of cash received for fractional shares. A stockholder's aggregate tax basis in the shares of common stock held immediately prior to the reverse stock split described on Line 14 would become the aggregate tax basis in the common stock held by such stockholder after the reverse stock split described in Line 14. To the extent a stockholder received cash in lieu of a fractional share, a portion of tax basis must be allocated to the fractional share and such fractional share will be deemed to be received and then exchanged for cash.

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 Line 15 above. The tax basis of each stockholder's total investment remains the same, reduced by the basis allocated to fractional shares, if any.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ _____

Section 368(a)(1)(E) - Recapitalization

Section 354 - Exchanges of stock and securities in certain reorganizations

Section 358 - Basis to distributees

See, e.g., Rev. Rul. 72-57

18 Can any resulting loss be recognized? ▶ The stockholders will not recognize a loss for U.S. federal income tax purposes, except that a stockholder of the Corporation's common stock who receives cash in lieu of a fractional share of common stock in connection with the stock split may recognize loss in an amount equal to the difference between the amount of cash received instead of the fractional share and the stockholder's tax basis allocable to such fractional share.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ The adjustment to basis would be taken into account in the tax year of the stockholder during which the transaction occurred (e.g., 2015 for calendar year taxpayers).

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 ▶ 9/3/2015

Print your name ▶ Richard A. Baron

Title ▶ CFO and Treasurer

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.