Form **8937**
(December 2011)
Department of the Treasury
Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

OMB No. 1545-2224

Part I Reporting Issuer

1 Issuer's name Real Goods Solar, Inc.		**2** Issuer's employer identification number (EIN) 26-1851813
3 Name of contact for additional information Alan Fine	**4** Telephone No. of contact 303-222-8372	**5** Email address of contact alan.fine@rgsenergy.com
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 110 16th Street, 3rd Floor		**7** City, town, or post office, state, and Zip code of contact Denver, CO 80202
8 Date of action May 18, 2015	**9** Classification and description 20 for 1 reverse stock split of common stock	

10 CUSIP number	**11** Serial number(s)	**12** Ticker symbol	**13** Account number(s)
75601N500		RGSE	N/A

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 18, 2015, Real Goods Solar, Inc. ("Company") effected a reverse split of its common stock at a ratio of 20 for 1. Pursuant to the reverse stock split, every 20 shares of issued and outstanding shares of common stock under CUSIP 75601N104 was converted into one share of common stock under CUSIP 75601N203. No fractional shares were issued in connection with the reverse stock split and any fractional share was rounded up to the nearest whole share.

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 ▶ As a result of the reverse stock split, shareholders will be required to allocate their aggregate tax basis of their shares of the Company's common stock held immediately before the reverse stock split amongst the shares of the Company's common stock held immediately after the reverse stock split. As such, the tax basis of each share of common stock will be adjusted proportionately to the corresponding reduction in shares held on the basis of 20 for 1.

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 ▶ A stockholder's aggregate tax basis will not change and will be allocated in proportion to the reduced number of shares. Stockholders who acquired their shares on different dates at different prices are encouraged to consult their own tax advisors regarding the allocation of tax basis to their shares.

Part II **Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ The tax treatment of the Company's reverse stock split is determined pursuant to Section 358(b)(1) of the Internal Revenue Code.

18 Can any resulting loss be recognized? ▶ No gain or loss shall be recognized as a result of the reverse stock split. Stockholders should consult their tax advisors to determine the tax impact of this transaction with respect to their individual facts and circumstances.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ The reportable tax year is 2015. The information set forth in this Form 8937 does not constitute tax advice and does not take into account the specific facts and circumstances of each individual stockholder and does not purport to be a complete summary of the tax consequences of the reverse stock split to a stockholder. Stockholders should consult their tax advisors to determine the tax impact of this transaction with respect to their individual facts and circumstances.

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 ▶

Print your name ▶ Title ▶

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.	

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