Form **8937**
(December 2017)
Department of the Treasury
Internal Revenue Service

Report of Organizational Actions
Affecting Basis of Securities

▶ See separate instructions.

OMB No. 1545-0123

Part I   Reporting Issuer

1 Issuer's name	2 Issuer's employer identification number (EIN)
United Technologies Corporation	06-0570975

3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact
Nathan Ware	(860) 728-7608	InvRelations@corphq.utc.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
10 Farm Springs Road	Farmington, CT 06032

8 Date of action	9 Classification and description
November 26, 2018	Acquisition in exchange for cash and shares of United Technologies Corporation

10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
913017 10 9		UTX	

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 ▶ **See attachment.**

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.**

Part II   **Organizational Action** *(continued)*

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

18 Can any resulting loss be recognized? ▶ **See attachment.**

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ **See attachment.**

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.

Sign Here

Signature ▶ _____   Date ▶ 1/4/19

Print your name ▶ Ross Kearney   Title ▶ Corporate VP, 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.	

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

The information contained herein is being provided pursuant to the requirements of Section 6045B of the Internal Revenue Code of 1986, as amended (the "Code"), and includes a general summary regarding the application of certain U.S. federal income tax laws and regulations related to the effects of the Merger. The information contained herein does not constitute tax advice and does not purport to be complete or describe the tax consequences that may apply to particular persons or categories of persons. Holders of Rockwell Collins common stock are encouraged to consult their independent tax advisors regarding the particular consequences of the Merger to them (including the applicability and effect of all federal, state, local and non-U.S. laws) and should carefully read the Proxy Statement, dated December 11, 2017, and filed with the Securities and Exchange Commission, noting especially the discussion under the heading "U.S. Federal Income Tax Consequences." The information provided herein is subject to such discussion in all respects. The Proxy Statement may be accessed at www.sec.gov.

Item 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 November 26, 2018, pursuant to the terms and conditions of the previously-announced Agreement and Plan of Merger, dated September 4, 2017 (the "Merger Agreement"), by and among United Technologies Corporation ("UTC"), Riveter Merger Sub Corp., a wholly owned subsidiary of UTC ("Merger Sub"), and Rockwell Collins, Inc. ("Rockwell Collins"), Merger Sub merged with and into Rockwell Collins (the "Merger"), with Rockwell Collins continuing as the surviving corporation of the Merger and a wholly owned subsidiary of UTC.

In the Merger, each share of Rockwell Collins common stock issued and outstanding immediately prior to the effective time of the Merger (other than shares held by Rockwell Collins as treasury stock, UTC, or any wholly owned subsidiaries of Rockwell Collins or UTC (other than Merger Sub)) was cancelled and converted into the right to receive (i) $93.33 in cash, without interest and (ii) 0.37525 of a share of UTC common stock, and cash in lieu of fractional shares of UTC commons stock (together, the "Merger Consideration").

Item 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 exchange of Rockwell Collins stock for the Merger Consideration was a taxable transaction for U.S. federal income tax purposes. As a result, a holder's tax basis in each share of UTC common stock received in the Merger generally will equal the fair market value of such share of UTC common stock as of the completion of the Merger.

U.S. federal income tax law does not specifically prescribe how you should determine the fair market values of shares of UTC common stock received in the Merger for purposes of determining your tax basis in such shares.

One possible method of determining the fair market value of UTC common stock received in the Merger is to use the average of the high and low trading prices of UTC common stock on November 26, 2018, which was $130.05 per share on the New York Stock Exchange. Other reasonable methods for determining the fair market value of UTC common stock received in the Merger may exist. You should consult your independent tax advisor to determine the appropriate method of determining the fair market value of UTC common stock received in the Merger.

Item 16. *Describe the calculation of the change in basis and the data that supports the calculation, such as market values of securities and the valuation dates.*

For U.S. federal income tax purposes, the aggregate tax basis of the UTC common stock received in the Merger generally will equal the fair market value of the UTC common stock as of the completion of the Merger. See Item 15, above, for a discussion of the determination of fair market value of UTC common stock.

Items 17. *List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based.*

The U.S. federal income tax treatment described above is based on Sections 1001 and 1012 of the Code.

Items 18. *Can any resulting loss be recognized?*

Yes, generally any resulting loss can be recognized.

Item 19. *Provide any other information necessary to implement the adjustment, such as the reportable tax year.*

The Merger was completed on November 26, 2018. For a Rockwell Collins shareholder whose taxable year is the calendar year, the reportable tax year is 2018.