

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name Fidelity Phillips Street Trust: Fidelity U.S. Government Reserves		2 Issuer's employer identification number (EIN) 04-2741372	
3 Name of contact for additional information Jonathan Davis	4 Telephone No. of contact (617) 392-2468	5 Email address of contact jonathan.davis@fmr.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 245 Summer Street (mail zone V10F)		7 City, town, or post office, state, and Zip code of contact Boston, MA 02210	
8 Date of action 11/20/2015		9 Classification and description Single class of shares issued by a single mutual fund/regulated investment company	
10 CUSIP number See Attachment	11 Serial number(s)	12 Ticker symbol See Attachment	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 November 20, 2015, the Fidelity Phillips Street Trust: Fidelity U.S. Government Reserves (the 'Acquired Fund') merged into the Fidelity Hereford Street Trust: Fidelity Government Money Market Fund (the 'Acquiring Fund') in a tax-free reorganization. The reorganization comprised: (i) the transfer of all of the assets of the Acquired Fund to the Acquiring Fund in exchange for Acquiring Fund shares and the assumption by the Acquiring Fund of the Acquired Fund's liabilities; and (ii) the distribution of those Acquiring Fund shares by the Acquired Fund pro rata to its shareholders in complete liquidation and termination of the Acquired Fund. As a result of this reorganization, each Acquired Fund shareholder received the number of full and fractional shares of Acquiring Fund equal to the number of Acquired Fund shares surrendered by that shareholder. See attachment for more information.**

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 ▶ **A shareholder's aggregate basis in the Acquiring Fund shares received in the merger equals the aggregate basis of that shareholder's Acquired Fund shares surrendered in the merger. Given that Acquired Fund maintained a stable \$1.00 share price, each Acquired Fund shareholder should have had a basis of \$1.00 in each Acquired Fund share prior to the merger. Given that each share of the Acquired Fund was exchanged for one share of the Acquiring Fund in the merger, each shareholder's basis in each Acquiring Fund share received in the merger should be \$1.00.**

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 ▶
IRC sections 368(a), 354(a) and 358(a)
Treas. Reg. section 1.358-2

18 Can any resulting loss be recognized? ▶ No loss can be recognized as a result of this event.

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

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 ▶ *Jonathan Davis* Date ▶ 12/21/2015

Print your name ▶ Jonathan Davis Title ▶ Assistant 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.

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

Attachment – Form 8937 Lines 10, 12, 14, 16

Merger Details

Fidelity U.S. Government Reserves ('Acquired Fund') Shares Surrendered				Fidelity Government Money Market Fund ('Acquiring Fund') Shares Received				
Ticker	CUSIP	Class	NAV	Ticker	CUSIP	Class	NAV	Merger Ratio
FGRXX	316462100	Retail	1.00	FZCXX	31617H706	Premium	1.00	1.000000

NAVs shown are as of immediately prior to the merger.

Merger Ratio is the number of Acquiring Fund shares received per one Acquired Fund share surrendered.