

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name		2 Issuer's employer identification number (EIN)	
NUVEEN S&P 500 DYNAMIC OVERWRITE FUND		20-3622755	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
SHANNON GALLAGHER	312-917-7706	shannon.gallagher@nuveen.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	
333 WEST WACKER DRIVE		CHICAGO, IL 60606-1286	
8 Date of action		9 Classification and description	
SEE ATTACHED		DISTRIBUTION IN EXCESS OF CURRENT AND ACCUMULATED EARNINGS AND PROFITS	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
SEE ATTACHED		SEE ATTACHED	

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 ▶ THE FUND PAID A QUARTERLY DISTRIBUTION TO SHAREHOLDERS DURING THE CALENDAR YEAR 2023. A PORTION OF EACH DISTRIBUTION MAY CONSTITUTE A NONTAXABLE RETURN OF CAPITAL. REFER TO ATTACHMENT FOR DETAILS.

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 PORTION OF EACH DISTRIBUTION THAT CONSTITUTES A NONTAXABLE RETURN OF CAPITAL WILL DECREASE A U.S. TAXPAYER'S BASIS IN THE SHARES OF THE ISSUER. FOR THE NONTAXABLE RETURN OF CAPITAL PER SHARE AMOUNTS, 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 ▶ THE FUND'S CURRENT AND ACCUMULATED EARNINGS WERE COMPARED TO DISTRIBUTIONS PAID DURING THE CALENDAR YEAR 2023. THE NONTAXABLE RETURN OF CAPITAL REPRESENTS THE AMOUNT OF DISTRIBUTIONS PAID DURING THE TAXABLE CALENDAR YEAR 2023 IN EXCESS OF THE FUND'S CURRENT AND ACCUMULATED EARNINGS AND PROFITS UNDER IRC SECTION 316.

Part II Organizational Action *(continued)*

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ _____
INTERNAL REVENUE CODE SECTIONS 301, 316 AND 852.

18 Can any resulting loss be recognized? ▶ N/A

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ THE ABOVE DESCRIBED
ORGANIZATIONAL ACTION IS REPORTABLE IN TAX YEAR 2023.

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 ▶ *Shannon Gallagher* Date ▶ 03/15/2024

Print your name ▶ **SHANNON GALLAGHER** Title ▶ **VICE PRESIDENT**

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.			

Nuveen S&P 500 Dynamic Overwrite Fund
 EIN: 20-3622755
 Form 8937 Attachment
 December 31, 2023

Share Class	CUSIP	Ticker Symbol	Payable Date	PER SHARE			
				Total Distribution	Income Dividends	Capital Gains	Return of Capital
Common	6706EW100	SPXX	4/3/2023	\$ 0.294000	\$ 0.028362	\$ 0.157095	\$ 0.108543
Common	6706EW100	SPXX	7/3/2023	\$ 0.294000	\$ 0.028362	\$ 0.157095	\$ 0.108543
Common	6706EW100	SPXX	10/2/2023	\$ 0.294000	\$ 0.028362	\$ 0.157095	\$ 0.108543
Common	6706EW100	SPXX	12/29/2023	\$ 0.294000	\$ 0.028362	\$ 0.157095	\$ 0.108543
Total				\$ 1.176000	\$ 0.113448	\$ 0.628380	\$ 0.434172